

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2004-02-11**
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ISSUER

BOSTON PROPERTIES INC

CIK: **1037540** | IRS No.: **042473675** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
800 BOYLSTON STREET
SUITE 400
BOSTON MA 02199

Business Address
800 BOYLSTON STREET
SUITE 400
BOSTON MA 02199
6172363300

REPORTING OWNER

RITCHEY RAYMOND A

CIK: **1219153**
Type: **4** | Act: **34** | File No.: **001-13087** | Film No.: **04592360**

Mailing Address
C/O KELLI A DILUGLIO
BOSTON PROPERTIES
BOSTON MA 02199

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person RICHEY RAYMOND A			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2004					
C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
BOSTON, MA 02199								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01	02/11/2004		<u>M</u>		34,000	A	\$25	67,116	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		6,300	D	\$51.2	60,816	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		1,000	D	\$51.22	59,816	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		9,700	D	\$51.25	50,116	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		4,900	D	\$51.27	45,216	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		400	D	\$51.28	44,816	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		1,400	D	\$51.29	43,416	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		100	D	\$51.3	43,316	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		400	D	\$51.31	42,916	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		600	D	\$51.32	42,316	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		100	D	\$51.33	42,216	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		900	D	\$51.35	41,316	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		1,500	D	\$51.36	39,816	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		400	D	\$51.37	39,416	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		3,200	D	\$51.38	36,216	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		100	D	\$51.39	36,116	D	

Common Stock, par value \$.01	02/11/2004		<u>S</u>		700	D	\$51.45	35,416	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		100	D	\$51.46	35,316	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		300	D	\$51.54	35,016	D	
Common Stock, par value \$.01	02/11/2004		<u>S</u>		1,900	D	\$51.56	33,116	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$25	02/11/2004		<u>M</u>			34,000	(1) (2)	06/23/2007 (1)	Common Stock	34,000	\$ 0	0	D	

Explanation of Responses:

1. An inadvertent error was made in the original reporting of the date of grant of the options. The options were granted on June 23, 1997.
2. The options vested in three equal annual installments beginning June 23, 2000.

Signatures

Kelli A. DiLuglio, as Attorney-in-Fact

** Signature of Reporting Person

02/12/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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