

LINDE DOUGLAS T
Form 4
November 18, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDE DOUGLAS T

2. Issuer Name and Ticker or Trading Symbol
BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE
(Street)
BOSTON, MA 02199
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

____ Director
 Officer (give title below) _____ Other (specify below)
SVP & CFO

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 | 11/16/2004 | | M | 40,000 | A \$ 34.375 | 75,121.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | | S | 1,500 | D \$ 61.71 | 73,621.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | | S | 4,200 | D \$ 61.75 | 69,421.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | | S | 300 | D \$ 61.77 | 69,121.7471 | D |

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| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|-------------|---|
| Stock, par value \$.01 | | | | | | | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.78 | 68,121.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 4,000 | D | \$ 61.8 | 64,121.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 4,200 | D | \$ 61.81 | 59,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.82 | 58,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.84 | 57,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.85 | 56,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.87 | 55,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.88 | 54,921.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 2,500 | D | \$ 61.89 | 52,421.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.91 | 51,421.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 2,000 | D | \$ 61.92 | 49,421.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 61.93 | 48,421.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,700 | D | \$ 61.94 | 46,721.7471 | D |
| Common Stock, par value \$.01 | 11/16/2004 | S | 900 | D | \$ 61.97 | 45,821.7471 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|-------------|---|-------------------|
| Common Stock, par value \$.01 | 11/16/2004 | S | 2,000 | D | \$ 61.99 | 43,821.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 3,000 | D | \$ 62 | 40,821.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 700 | D | \$ 62.05 | 40,121.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 62.08 | 39,121.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 62.15 | 38,121.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 62.26 | 37,121.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 62.28 | 36,121.7471 | D | |
| Common Stock, par value \$.01 | 11/16/2004 | S | 1,000 | D | \$ 62.3 | 35,121.7471 | D | |
| Common Stock, par value \$.01 | | | | | | 700 | I | By Wife |
| Common Stock, par value \$.01 | | | | | | 700 | I | By Family Trust |
| Common Stock, par value \$.01 | | | | | | 2,100 | I | By Family Members |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 34.375 | 11/16/2004 | M | 40,000 | | | | | (1) | 03/24/2008 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LINDE DOUGLAS T C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | | SVP & CFO | |

Signatures

Kelli A. DiLuglio, as Attorney-in-Fact
 11/18/2004
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The option vested in three equal annual installments beginning on March 24, 1999

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.