

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BOSTON PROPERTIES, INC.
(Exact name of Registrant as specified in its charter)

Delaware 04-2473675
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

800 Boylston Street, Suite 400
Boston, Massachusetts 02199-8001
(617) 236-3300
(Address, including zip code, and telephone number, including area code of
Registrant's principal executive offices)

Mortimer B. Zuckerman, Chairman
Edward H. Linde, President and Chief Executive Officer
BOSTON PROPERTIES, INC.
800 Boylston Street, Suite 400
Boston, Massachusetts 02199-8001
(617) 236-3300

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:
GILBERT G. MENNA, P.C.
ETTORE A. SANTUCCI, P.C.
Goodwin, Procter & Hoar LLP
Exchange Place
Boston, Massachusetts 02109-2881
(617) 570-1000

Approximate date of commencement of proposed sale to the public: From time to
time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.____

If any of the securities being registered on this form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box.____

If this form is used to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. X 333-68379

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.____

If delivery of the Prospectus is expected to be made pursuant to Rule 434,
please check the following box.____

CALCULATION OF REGISTRATION FEE

Title of Shares Being Registered	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$.01 per share(1)	18,961	\$37.21875	\$705,704.71875	\$186.31

(1) This Registration Statement also relates to the rights to purchase shares of Series E Junior Participating Cumulative Preferred Stock of the Registrant which are attached to all shares of Common Stock issued, pursuant to the terms of the Registrant's Shareholder Rights Agreement dated June 16, 1997. Until the occurrence of certain prescribed events, the rights are not

exercisable, are evidenced by the certificates for the Common Stock and will be transferred with and only with such Common Stock. Because no separate consideration is paid for the rights, the registration fee therefor is included in the fee for the Common Stock.

- (2) Plus such additional number of shares as may be required in the event of a stock dividend, reverse stock split, split-up recapitalization or other similar event.
- (3) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(c) based on the average of the high and low sales prices on the New York Stock Exchange on June 23, 2000.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The information in the Registration Statement on Form S-3 filed by Boston Properties, Inc. with the Securities and Exchange Commission (File No. 333-68379) pursuant to the Securities Act of 1933, as amended, is incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS

- *5.1 Opinion of Goodwin, Procter & Hoar LLP as to the legality of the securities and interests being registered.
- *23.1 Consent of PricewaterhouseCoopers LLP, Independent Public Accountants
- *23.2 Consent of Goodwin, Procter & Hoar LLP (included as part of Exhibit 5.1 hereto)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Boston Properties, Inc. certifies that it has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, the Commonwealth of Massachusetts, on this 30th day of June, 2000.

BOSTON PROPERTIES, INC.

By: /s/ Edward H. Linde

 Name: Edward H. Linde
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* ----- Mortimer B. Zuckerman	Chairman of the Board of Directors	June 30, 2000
/s/ Edward H. Linde ----- Edward H. Linde	President and Chief Executive Officer, Director (Principal Executive Officer)	June 30, 2000
* ----- David G. Gaw	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 30, 2000
* ----- Alan J. Patricof	Director	June 30, 2000
* ----- Ivan G. Seidenberg	Director	June 30, 2000
* ----- Martin Turchin	Director	June 30, 2000
* ----- Alan B. Landis	Director	June 30, 2000
_____ Richard E. Salomon	Director	

* By: /s/ Edward H. Linde

 Edward H. Linde
 Attorney-in-Fact
 June 30, 2000

EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----
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*23.2	Consent of Goodwin, Procter & Hoar LLP (included as part of Exhibit 5.1 hereto)

*Filed herewith

GOODWIN, PROCTER & HOAR LLP
COUNSELORS AT LAW
EXCHANGE PLACE
BOSTON, MASSACHUSETTS 02109-2881

June 30, 2000

Boston Properties, Inc.
800 Boylston Street, Suite 400
Boston, Massachusetts 02199-8001

Ladies and Gentlemen:

This opinion is furnished in connection with the registration on Form S-3 (the "Registration Statement") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act"), of the issuance of up to 909,830 shares (the "Redemption Shares") of common stock, par value \$.01 per share ("Common Stock"), of Boston Properties Inc. (the "Company") that may be issued by the Company if and to the extent that common units of limited partnership interest in Boston Properties Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), issued in connection with the acquisition of 875 Third Avenue pursuant to an agreement dated November 21, 1997 (the "Redemption Units") are presented to the Operating Partnership for redemption and the Company exercises its right under the partnership agreement of the Operating Partnership to acquire such Redemption Units in exchange for shares of Common Stock.

In connection with rendering this opinion, we have examined the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company, each as amended to date; such records of the corporate proceedings of the Company as we deemed material; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as certified, photostatic or facsimile copies, the authenticity of the originals of such copies and the authenticity of telephonic confirmations of public officials and others. As to facts material to our opinion, we have relied upon certificates or telephonic confirmations of public officials and certificates, documents, statements and other information of the Company or representatives or officers thereof.

We are attorneys admitted to practice in The Commonwealth of Massachusetts. We express no opinion concerning the laws of any jurisdictions other than the laws of the United States of America, the laws of The Commonwealth of Massachusetts, and the Delaware General Corporation Law (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the Delaware General Corporation Law and the Delaware Constitution).

Based upon the foregoing, we are of the opinion that, when the Redemption Shares have been issued in exchange for Redemption Units tendered to the Operating Partnership for redemption as contemplated by the limited partnership agreement of the Operating Partnership, such Redemption Shares will be validly issued, fully paid and nonassessable.

The foregoing assumes that all requisite steps were taken to comply with the requirements of the Securities Act and applicable requirements of state laws regulating the offer and sale of securities.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us with respect to this opinion under the heading "Legal Matters" in the Prospectus which is a part of such Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Goodwin, Procter & Hoar LLP

GOODWIN, PROCTER & HOAR LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated January 26, 2000, except for Note 20 for which the date is March 1, 2000 relating to the financial statements and financial statement schedule which appears in Boston Properties' Annual Report on Form 10-K for the year ended December 31, 1999. We also consent to the reference to our firm under the caption "Experts" incorporated by reference in such Registration Statement.

/s/ PricewaterhouseCoopers, LLP

June 30, 2000