

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* LANDIS ALAN B			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2003			Officer (give title below) Other (specify below)		
C/O THE LANDIS GROUP 745 FIFTH AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person		
(Street) NEW YORK NY 10151						Form filed by More than One Reporting Person		
(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			

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: 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				
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾			278,962	(2)	(2)	Common Stock	247,966	\$34	0	D	
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾			278,962	(2)	(2)	Common Stock	247,966	\$34	0	I ⁽³⁾	By spouse
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾			1,053,575	(2)	(2)	Common Stock	936,510	\$34	0	I	By trusts
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾			119,893	(2)	(2)	Common Stock	106,571	\$34	0	I	By general partnership
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾			13,776	(2)	(2)	Common Stock	12,242	\$34	0	I	By corporations
Common OP Units	(2)	08/12/2003		C ⁽¹⁾			247,966	(2)	(2)	Common Stock	247,966	\$0	247,966	D	
Common OP Units	(2)	08/12/2003		C ⁽¹⁾			247,966	(2)	(2)	Common Stock	247,966	\$0	247,966 ⁽³⁾	I	By spouse
Common OP Units	(2)	08/12/2003		C ⁽¹⁾			936,510	(2)	(2)	Common Stock	936,510	\$0	936,510	I	By trusts
Common OP Units	(2)	08/12/2003		C ⁽¹⁾			106,571	(2)	(2)	Common Stock	106,571	\$0	106,571	I	By general partnership
Common OP Units	(2)	08/12/2003		C ⁽¹⁾			12,242	(2)	(2)	Common Stock	12,242	\$0	12,242	I	By corporations

Explanation of Responses:

- The Series One Preferred Units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, were redeemed by BPLP and converted into common units of limited partnership interest in BPLP (Common OP Units).
- Each Series One Preferred Unit was convertible (i) at the election of the holder at any time and (ii) at the election of BPLP on or after June 30, 2003, into approximately 0.88889 of a Common OP Unit. Each Common OP Unit acquired upon conversion of a Series One Preferred Unit may be presented for redemption at the election of the holder at any time for cash equal to the then fair market value of a share of Common Stock, except that the Issuer may acquire each Common OP Unit so presented for one share of Common Stock.
- The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Kelli A. DiLuglio, as Attorney- 09/03/2003
in-Fact

** Signature of Reporting Person 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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