

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>JOHNSTON PETER D</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>901 NEW YORK AVENUE, NW</u> (Street) <u>WASHINGTON DC</u> <u>20001</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES INC [BXP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Senior Vice President</u>	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$.01</u>	<u>11,286.5895</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Common OP Units</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>12,984</u>	<u>(1)</u>	<u>D</u>
<u>LTIP Units</u>	<u>(2)(3)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>6,216</u>	<u>(2)</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(4)</u>	<u>01/24/2010</u>	<u>Common Stock</u>	<u>25,000</u>	<u>30.4375</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(5)</u>	<u>01/18/2011</u>	<u>Common Stock</u>	<u>37,500</u>	<u>40.75</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>(6)</u>	<u>01/17/2012</u>	<u>Common Stock</u>	<u>37,500</u>	<u>37.7</u>	<u>D</u>

Explanation of Responses:

- Represents common units of limited partnership interest in Boston Properties Limited Partnership (BPLP) (Common OP Units), of which the Issuer is the general partner. Each Common OP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire each Common OP Unit so presented for one share of Common Stock. Common OP Units were acquired by the Reporting Person in exchange for interests in property.
- Represents units of limited partnership interest in BPLP issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Common OP Unit. Each Common OP Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire each Common OP Unit so presented for one share of Common Stock.
- 3,198 LTIP Units vest over five years, 0% in first two years, 25% on February 1, 2007, 35% on February 1, 2008, and 40% on February 1, 2009. 3,018 LTIP Units vest over five years, 0% in first two years, 25% on February 1, 2008, 35% on February 1, 2009, and 40% on February 1, 2010.
- The options vested in three equal annual installments beginning January 24, 2001.
- The options vested in three equal annual installments beginning January 18, 2002.
- The options vested in three equal annual installments beginning January 17, 2003.

Remarks:

/s/ Kelli A. DiLuglio, as 09/07/2005
Attorney-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 5 (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.

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 Number.

LIMITED POWER OF ATTORNEY

FOR

SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Douglas T. Linde, Eric G. Kevorkian, Kelli A. DiLuglio and Arthur S. Flashman, signing singly, to be the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Boston Properties, Inc. (the "Company"), Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and any amendments thereto and timely file such forms with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including, but not limited to, taking any actions necessary or desirable in connection with effectuating electronic filings; and (3) take any other action of any type whatsoever which, in the opinion of such attorney-in-fact, may be necessary or desirable in connection with the foregoing authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of August, 2005.

/s/ Peter D. Johnston

Signed

Peter D. Johnston

Print Name