

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

(RULE 13d-102)

(AMENDMENT NO. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Boston Properties, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

101121101

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

NAMES OF REPORTING PERSONS.

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Edward H. Linde

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 American

SOLE VOTING POWER

5
NUMBER OF
SHARES 7,447,994(FN1)BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY noneEACH 7 SOLE DISPOSITIVE POWER
REPORTING 7,447,994(FN1)PERSON 8 SHARED DISPOSITIVE POWER
WITH none

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 7,447,994(FN1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 8.02%

TYPE OF REPORTING PERSON*

12 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1(A). NAME OF ISSUER:
Boston Properties, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
800 Boylston Street, Boston, MA 02199-8001

ITEM 2(A). NAME OF PERSON FILING:
Edward H. Linde

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
800 Boylston Street, Boston, MA 02199-8001

ITEM 2(C). CITIZENSHIP:
American

ITEM 2(D). TITLE OF CLASS OF SECURITIES:
Common Stock

ITEM 2(E). CUSIP NUMBER:
101121101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b)
OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(1)(ii)(J).

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

7,447,994(FN1)

(b) Percent of class:

8.02%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 7,447,994

(ii) Shared power to vote or to direct the vote none

(iii) Sole power to dispose or to direct the disposition of 7,447,994

(iv) Shared power to dispose or to direct the disposition of None

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(FN1) Includes 5,739,557 common units of limited partnership interest in Boston Properties Limited Partnership, a Delaware limited partnership, 1,875,270 of which are held by certain trusts, that are redeemable for cash or exchangeable for shares of common stock on a one-for-one basis at the option of Boston Properties, Inc. pursuant to the limited partnership agreement of Boston Properties Limited Partnership. Also includes 506,667 currently exercisable options.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2001

(Date)

/s/ Edward H. Linde

(Signature)

Edward H. Linde, President and CEO

Boston Properties, Inc.

(Name/Title)