

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>LANDIS MITCHELL S</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>111 HUNTINGTON AVENUE</u> (Street) <u>BOSTON MA 02199</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES INC [BXP]</u>	5. 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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2004</u>	

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			
Common Stock, par value \$.01	02/05/2004		M		10,000	A	\$37.7	26,495.6699 ⁽¹⁾	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.026	25,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.05	24,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.09	23,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.072	22,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		3,000	D	\$50.122	19,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.052	18,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.054	17,495.6699	D	
Common Stock, par value \$.01	02/05/2004		S		1,000	D	\$50.15	16,495.6699	D	

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
Employee Stock Option (right to buy)	\$37.7	02/05/2004		M			10,000	(2)	01/17/2012	Common Stock	10,000	\$0	42,500	D	

Explanation of Responses:

- Includes 92,0194 shares which the Reporting Person acquired in February pursuant to the Boston Properties, Inc. Dividend Reinvestment and Stock Purchase Plan.
- The option vests in three equal annual installments beginning on January 17, 2003.

Remarks:

Kelli A. DiLuglio, as Attorney-in-Fact 02/09/2004

** 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.

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.