

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
OCTOBER 23, 2001

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

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-13087  
(Commission File  
Number)

04-2473675  
(I.R.S. employer  
Identification No.)

111 HUNTINGTON AVENUE  
BOSTON, MASSACHUSETTS 02199  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code:  
(617) 236-3300

Boston Properties, Inc. (the "Company") hereby amends its Current Report on Form 8-K dated October 23, 2001, filed with the Securities and Exchange Commission on October 23, 2001, to amend Item 7 to include the press release dated November 13, 2001 and to provide amended pages to the previously filed Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

EXHIBIT NO.

99.1 Amended pages to the Boston Properties, Inc. Supplemental Operating and Financial Data for the quarter ended September 30, 2001.

99.2 The Boston Properties, Inc. press release dated November 13, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2001

BOSTON PROPERTIES, INC.

/s/ Douglas T. Linde

-----

By: Douglas T. Linde  
Chief Financial Officer

BOSTON PROPERTIES, INC.  
THIRD QUARTER 2001  
  
FINANCIAL HIGHLIGHTS  
(unaudited and in thousands)

	THREE MONTHS ENDED			
	SEPTEMBER 30, 2001	JUNE 30, 2001	MARCH 31, 2001	DECEMBER 31, 2000
<b>INCOME ITEMS:</b>				
Revenue (1)	\$ 277,159	\$ 256,269	\$ 233,456	\$ 228,527
Net straight line rent	\$ 6,400	\$ 6,487	\$ 5,978	\$ 2,608
Lease termination fees	\$ 4,857	\$ 2,458	\$ 1,163	\$ 916
Capitalized interest	\$ 14,740	\$ 15,800	\$ 16,098	\$ 12,812
Net Income available to common shareholders before net derivative losses (SFAS No.133)	\$ 65,083	\$ 52,887	\$ 48,058	\$ 43,235
Funds from Operations (FFO) before net derivative losses (SFAS No.133) and early surrender income - basic	\$ 106,108	\$ 100,124	\$ 98,730	\$ 93,158
Company's share	\$ 86,627	\$ 81,410	\$ 79,201	\$ 71,888
FFO before net derivative losses (SFAS 133) and early surrender lease income per share - basic	\$ 0.96	\$ 0.90	\$ 0.89	\$ 0.89
FFO before net derivative losses (SFAS 133) and early surrender lease income per share - diluted	\$ 0.91	\$ 0.86	\$ 0.85	\$ 0.85
Dividends per share	\$ 0.58	\$ 0.58	\$ 0.53	\$ 0.53
Funds available for distribution (FAD) (2)	\$ 73,157	\$ 80,335	\$ 78,835	\$ 72,756
<b>RATIOS:</b>				
Interest Coverage Ratio (excluding capitalized interest)	3.17	2.98	3.26	3.05
Interest Coverage Ratio (including capitalized interest)	2.53	2.32	2.43	2.43
FFO Payout Ratio	63.74%	67.44%	62.35%	62.35%
FAD Payout Ratio	88.01%	79.95%	74.36%	80.49%
-----				
	SEPTEMBER 30, 2001	JUNE 30, 2001	MARCH 31, 2001	DECEMBER 31, 2000
<b>CAPITALIZATION:</b>				
Total Debt	\$4,245,433	\$4,177,670	\$3,450,347	\$3,414,891
Total Common Shares Outstanding @ Quarter End	90,720	90,351	89,701	86,630
Total Preferred Shares Outstanding @ Quarter End (if converted)	2,625	2,625	2,625	2,625
Total Common Units Outstanding @ Quarter End	20,288	20,382	20,903	23,862
Total Preferred Units Outstanding @ Quarter End (if converted)	11,011	11,011	11,011	11,021
Price @ Quarter End	\$ 38.1300	\$ 40.9000	\$ 38.4500	\$ 43.5000
Equity Value @ Quarter End	\$4,752,676	\$5,086,692	\$4,777,028	\$5,400,003
Total Market Capitalization	\$8,998,109	\$9,264,362	\$8,227,375	\$8,814,894
Debt/Total Market Capitalization	47.18%	45.09%	41.94%	38.74%

(1) Includes non-cash early surrender income of \$12,445.

(2) FAD is defined as FFO after adjustments for second generation lease commissions and tenant improvements, recurring capital expenditures, straight line rents, preferred dividends and distributions and nonrecurring charges.

BOSTON PROPERTIES, INC.  
THIRD QUARTER 2001

CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)

	SEPTEMBER 30, 2001	JUNE 30, 2001	MARCH 31, 2001	DECEMBER 31, 2000
ASSETS	(unaudited)	(unaudited)	(unaudited)	
Real estate	\$ 6,147,265	\$ 6,090,113	\$ 5,280,149	\$ 5,188,296
Development in progress	984,962	915,135	881,274	817,478
Land held for future development	165,753	160,729	123,232	107,005
Less accumulated depreciation	(683,029)	(647,881)	(616,620)	(586,719)
Total real estate	6,614,951	6,518,096	5,668,035	5,526,060
Cash and cash equivalents	161,011	165,764	241,819	280,957
Escrows	20,901	31,577	29,861	85,561
Investments in securities	4,297	4,297	6,060	7,012
Tenant and other receivables, net	41,087	26,337	24,443	26,852
Accrued rental income, net	110,441	104,304	97,657	91,684
Deferred charges, net	104,370	100,804	76,209	77,319
Prepaid expenses and other assets	46,303	47,962	73,539	41,154
Investments in unconsolidated joint ventures	90,160	94,155	92,456	89,871
TOTAL ASSETS	\$ 7,193,521	\$ 7,093,296	\$ 6,310,079	\$ 6,226,470
LIABILITIES AND STOCKHOLDERS' EQUITY				
Liabilities:				
Mortgage notes and bonds payable	\$ 4,245,433	\$ 4,177,670	\$ 3,450,347	\$ 3,414,891
Unsecured Line of Credit	-	-	-	-
Accounts payable and accrued expenses	71,716	61,248	58,542	57,338
Dividends and distributions payable	79,005	78,241	71,917	71,274
Interest rate contracts	32,136	19,045	19,774	-
Accrued interest payable	15,679	12,067	8,127	5,599
Other liabilities	52,969	53,365	56,943	51,926
Total liabilities	4,496,938	4,401,636	3,665,650	3,601,028
Commitments and contingencies	-	-	-	-
Minority interests	847,232	851,868	821,575	877,715
Series A Convertible Redeemable Preferred Stock, liquidation preference \$50.00 per share, 2,000,000 shares issued and outstanding	100,000	100,000	100,000	100,000
Stockholders' Equity:				
Excess stock, \$.01 par value, 150,000,000 shares authorized, none issued or outstanding				
Common stock, \$.01 par value, 250,000,000 shares authorized, 90,720,477, 90,350,510, 89,701,122 and 86,630,089 issued and outstanding, respectively	907	904	897	866
Additional paid-in capital	1,784,850	1,774,335	1,759,714	1,673,349
Dividends in excess of earnings	(20,296)	(19,193)	(15,829)	(13,895)
Unearned compensation	(2,242)	(2,386)	(2,531)	(848)
Accumulated other comprehensive loss	(13,868)	(13,868)	(19,397)	(11,745)
Total stockholders' equity	1,749,351	1,739,792	1,722,854	1,647,727
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 7,193,521	\$ 7,093,296	\$ 6,310,079	\$ 6,226,470

BOSTON PROPERTIES, INC.  
THIRD QUARTER 2001

CONSOLIDATED INCOME STATEMENTS  
(IN THOUSANDS, EXCEPT FOR PER SHARE AMOUNTS)  
(UNAUDITED)

	THREE MONTHS ENDED			
	30-SEP-01	30-JUN-01	31-MAR-01	31-DEC-00
<b>Revenue:</b>				
Rental				
Base Rent (1)	\$ 232,300	\$ 208,071	\$ 185,691	\$ 183,319
Recoveries from tenants	27,473	27,266	26,178	23,736
Parking and other	12,965	13,533	13,746	12,797
Total rental revenue	272,738	248,870	225,615	219,852
Development and management services	2,805	3,110	3,397	3,405
Interest and other	1,616	4,289	4,444	5,270
Total revenue	277,159	256,269	233,456	228,527
<b>Expenses:</b>				
Operating	81,475	76,865	70,343	67,335
General and administrative	9,819	9,880	9,950	9,791
Interest (2)	59,936	55,870	47,853	50,854
Depreciation and amortization	38,518	36,675	34,740	36,088
Loss on investments in other companies	-	6,500	-	-
Total expenses	189,748	185,790	162,886	164,068
Income before net derivative losses (SFAS No.133), minority interests and income from unconsolidated joint ventures	87,411	70,479	70,570	64,459
Net derivative losses (SFAS No.133)	(16,620)	(4,733)	(3,055)	-
Minority interest in property partnerships	374	510	(255)	(250)
Income from unconsolidated joint ventures	997	717	1,127	402
Income before minority interest in Operating Partnership	72,162	66,973	68,387	64,611
Minority interest in Operating Partnership (3)	(18,994)	(18,138)	(19,024)	(19,472)
Income before gain on sale of real estate	53,168	48,835	49,363	45,139
Gain on sale of real estate, net of minority interest	-	1,851	4,654	73
Income before cumulative effect of a change in accounting principle	53,168	50,686	54,017	45,212
Cumulative effect of a change in accounting principle, net of minority interest	-	-	(6,767)	-
Income before extraordinary item	53,168	50,686	47,250	45,212
Extraordinary loss, net	-	-	-	(334)
Income before preferred dividend	53,168	50,686	47,250	44,878
Preferred dividend	(1,653)	(1,648)	(1,643)	(1,643)
Net income available to common shareholders	\$ 51,515	\$ 49,038	\$ 45,607	\$ 43,235
<b>INCOME PER SHARE OF COMMON STOCK</b>				
Net income available to common shareholders per share - basic	\$ 0.57	\$ 0.54	\$ 0.51	\$ 0.53
Net income available to common shareholders per share - diluted	\$ 0.56	\$ 0.53	\$ 0.50	\$ 0.52

(1) Base Rent is reported on a straight-line basis over the terms of the respective leases. The impact of the straight-line rent adjustment increased revenue by \$6,400, \$6,487, \$5,978 and \$2,608 for the three months ended September 30, 2001, June 30, 2001, March 31, 2001 and December 31, 2000, respectively.

(2) Excludes capitalized interest of \$14,740, \$15,800, \$16,098 and \$12,812 for the three months ended September 30, 2001, June 30, 2001, March 31, 2001 and December 31, 2000, respectively.

(3) Equals minority interest percent of 18.36%, 18.69%, 19.78% and 22.83%, respectively of income before minority interest in Operating Partnership after deduction for preferred dividends and distributions.

BOSTON PROPERTIES, INC.  
THIRD QUARTER 2001

FUNDS FROM OPERATIONS  
(IN THOUSANDS, EXCEPT FOR PER SHARE AMOUNTS)  
(UNAUDITED)

	THREE MONTHS ENDED			
	30-SEP-01	30-JUN-01	31-MAR-01	31-DEC-00
Income from operations before net derivative losses (SFAS No.133), minority interests and income from unconsolidated joint ventures	\$ 87,411	\$ 70,479	\$ 70,570	\$ 64,459
Add:				
Real estate depreciation and amortization (1)	39,360	37,599	35,557	36,830
Income from unconsolidated joint ventures	997	717	1,127	402
Less:				
Net derivative losses (SFAS No.133)	16,620	4,733	3,055	-
Minority property partnership's share of funds from operations	832	411	303	287
Preferred dividends and distributions	8,383	8,260	8,221	8,246
Funds from Operations (FFO)	101,933	95,391	95,675	93,158
Add:				
Net derivative losses (SFAS No.133)	16,620	4,733	3,055	-
Less:				
Non-cash early surrender lease income (2)	12,445	-	-	-
FFO before net derivative losses (SFAS No.133) and non-cash early surrender lease income	\$ 106,108	\$ 100,124	\$ 98,730	\$ 93,158
FFO available to common shareholders before net derivative losses (SFAS No. 133) and non-cash early surrender lease income (3)	\$ 86,627	\$ 81,410	\$ 79,201	\$ 71,888
FFO per share before net derivative losses (SFAS No.133) and non-cash early surrender lease income - basic	\$ 0.96	\$ 0.90	\$ 0.89	\$ 0.89
Weighted average shares outstanding - basic	90,519	89,990	88,688	80,885
FFO per share before net derivative losses (SFAS No.133) and non-cash early surrender lease income - diluted	\$ 0.91	\$ 0.86	\$ 0.85	\$ 0.85
FFO per share after net derivative losses (SFAS No.133) and non-cash early surrender lease income - diluted	\$ 0.87	\$ 0.82	\$ 0.83	\$ 0.85
Weighted average shares outstanding - diluted	105,812	105,259	104,160	96,008

RECONCILIATION TO DILUTED FUNDS FROM OPERATIONS

	September 30, 2001		June 30, 2001		March 31, 2001		December 31, 2000	
	Income (Numerator)	Shares (Denominator)	Income (Numerator)	Shares (Denominator)	Income (Numerator)	Shares (Denominator)	Income (Numerator)	Shares (Denominator)
Basic FFO before net derivative losses (SFAS No.133) and non-cash early surrender lease income	\$ 106,108	110,876	\$ 100,124	110,676	\$ 98,730	110,556	\$ 93,158	104,818
Effect of Dilutive Securities								
Convertible Preferred Units	6,730	11,011	6,612	11,011	6,578	11,011	6,603	10,370
Convertible Preferred Stock	1,653	2,625	1,648	2,625	1,643	2,625	1,643	2,625
Stock Options and other	-	1,657	-	1,633	-	1,837	-	2,128
Diluted FFO before net derivative losses (SFAS No.133) and non-cash early surrender lease income	\$ 114,491	126,169	\$ 108,384	125,945	\$ 106,951	126,029	\$ 101,404	119,941
Company's share of diluted FFO before net derivative losses (SFAS No.133) and non-cash early surrender lease income (4)	\$ 96,017	105,812	\$ 90,581	105,259	\$ 88,379	104,160	\$ 81,169	96,008
FFO per share before net derivative losses (SFAS No.133) and non-cash early surrender lease income - basic	\$ 0.96		\$ 0.90		\$ 0.89		\$ 0.89	
FFO per share before net derivative losses (SFAS No.133) and non-cash early surrender lease income - basic	\$ 0.91		\$ 0.86		\$ 0.85		\$ 0.85	

- (1) Real estate depreciation includes the Company's share of joint venture real estate depreciation of \$1,394, \$1,376, \$1,260 and \$1,189, less corporate related depreciation of \$552, \$452, \$443 and \$447, for the three months ended September 30, 2001, June 30, 2001, March 31, 2001, and December 31, 2000, respectively.
- (2) Represents non-cash early surrender lease income that will be recognized in Funds from Operations as received in monthly amounts of \$1,309 through July 15, 2002.
- (3) Based on weighted average shares for the quarter. Company's share for the quarter ended September 30, 2001, June 30, 2001, March 31, 2001, and December 31, 2000 was 81.64%, 81.31%, 80.22% and 77.17%, respectively.
- (4) Based on weighted average diluted shares for the quarter. Company's share for the quarter ended September 30, 2001, June 30, 2001, March 31, 2001 and December 31, 2000 was 83.87%, 83.58%, 82.65% and 80.05%, respectively.



BOSTON PROPERTIES, INC.  
THIRD QUARTER 2001

FINANCIAL RATIOS

	THREE MONTHS ENDED			
	9/30/01	6/30/01	3/31/01	12/31/00
RATIOS COMPUTED FOR INDUSTRY COMPARISONS:				
OPERATIONAL RATIOS (1)				
Debt Service Coverage Ratio (EBITDA + Income from Unconsolidated Joint Ventures)/(Interest+Principal)	2.72 (2)	2.54	2.74	2.56
Interest Coverage Ratio (excluding capitalized interest) (EBITDA + Income from Unconsolidated Joint Venture)/Interest	3.17 (2)	2.98	3.26	3.05
Interest Coverage Ratio (including capitalized interest) (EBITDA + Income from Unconsolidated Joint Venture)/Interest	2.53 (2)	2.32	2.43	2.43
Return on Shareholder's Equity (EBITDA/Average Equity (book value)) (%)	18.74% (2)	16.06%	15.99%	17.50%
Return on Real Estate Investments (EBITDA/Average Real Estate Investments (book value)) (%)	11.32% (2)	10.70%	10.95%	11.26%
Dividend Payout Ratio (Dividends Declared/FFO) (%)	63.74%	67.44%	62.35%	62.35%

(1) EBITDA is equal to earnings before interest, taxes, depreciation and amortization.

(2) Includes non-cash early surrender lease income of \$12,445.

BOSTON PROPERTIES, INC.  
111 HUNTINGTON AVENUE  
BOSTON, MA 02199  
(NYSE: BXP)

AT THE COMPANY

-----  
Douglas T. Linde  
Chief Financial Officer  
(617) 236-3300

AT THE FINANCIAL RELATIONS BOARD

-----  
Marilynn Meek - General Info. (212) 445-8431  
Claire Koeneman - Analyst (312) 266-7800  
Judith Sylk-Siegel - Media (212) 445-8431

BOSTON PROPERTIES, INC. TO FILE  
FORM 10-Q ON NOVEMBER 14TH

BOSTON, MA, NOVEMBER 13, 2001 - BOSTON PROPERTIES, INC. (NYSE: BXP) plans to file its Form 10-Q tomorrow, November 14, 2001, with results for the third quarter ended September 30, 2001.

The net income to be reported in the Form 10-Q will include additional non-cash revenue of \$12.4 million as compared to information disclosed in the press release and Form 8-K filed on October 23rd. This potential adjustment was previously discussed by management during their third quarter earnings conference call which was held on October 24th and does not change the Funds from Operations (FFO) as reported of \$0.91 per share diluted.

At the time of the October 24th conference call, the Company and its auditors were still reviewing the accounting treatment associated with revenue generated from the surrender of certain space at its 875 Third Avenue property in New York City. The Company and its auditors have since determined that all of the payments to be made in association with that surrender will be recognized in income in the third quarter of 2001. This results in a \$10.1 million (net of minority interest share of \$2.3 million) non-cash increase to net income available to common shareholders for the quarter. Net income available to common shareholders for the third quarter is \$51.5 million (\$0.56 per share diluted), rather than \$41.4 million (\$0.45 per share diluted) as reported on October 23rd.

Consistent with its historical practice, Boston Properties will recognize this early surrender income in its Funds from Operations as cash is actually received over the remaining term of the lease. Boston Properties expects to receive approximately \$1.3 million per month from October 1, 2001 to July 15, 2002. These amounts will be included in FFO and identified separately in each quarter as received. The Company's previously disclosed 2001 and 2002 FFO guidance remains unchanged. Net income guidance for 2001 and 2002 after adjusting for this non-cash item is also unchanged.

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class A office, industrial and hotel properties. The Company is one

-MORE-

of the largest owners and developers of Class A office properties in the United States, concentrated in four core markets - Boston, Midtown Manhattan, Washington, DC and San Francisco.

THIS PRESS RELEASE CONTAINS FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE FEDERAL SECURITIES LAWS. YOU SHOULD EXERCISE CAUTION IN INTERPRETING AND RELYING ON FORWARD-LOOKING STATEMENTS BECAUSE THEY INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH ARE, IN SOME CASES, BEYOND BOSTON PROPERTIES' CONTROL AND COULD MATERIALLY AFFECT ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS. THESE FACTORS INCLUDE, WITHOUT LIMITATION, THE ABILITY TO ENTER INTO NEW LEASES OR RENEW LEASES ON FAVORABLE TERMS, DEPENDENCE ON TENANTS' FINANCIAL CONDITION, THE UNCERTAINTIES OF REAL ESTATE DEVELOPMENT AND ACQUISITION ACTIVITY, THE ABILITY TO EFFECTIVELY INTEGRATE ACQUISITIONS, THE COSTS AND AVAILABILITY OF FINANCING, THE EFFECTS OF LOCAL ECONOMIC AND MARKET CONDITIONS, REGULATORY CHANGES AND OTHER RISKS AND UNCERTAINTIES DETAILED FROM TIME TO TIME IN THE COMPANY'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION.

Financial tables follow.

BOSTON PROPERTIES, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three months ended September 30,		Nine Months Ended September 30,	
	2001	2000	2001	2000
(UNAUDITED AND IN THOUSANDS, EXCEPT FOR PER SHARE AMOUNTS)				
<b>Revenue</b>				
Rental:				
Base rent	\$232,300	\$ 183,749	\$626,062	\$ 532,039
Recoveries from tenants	27,473	22,886	80,917	68,956
Parking and other	12,965	12,798	40,244	38,095
Total rental revenue	272,738	219,433	747,223	639,090
Development and management services	2,805	2,693	9,312	8,432
Interest and other	1,616	1,187	10,349	3,304
Total revenue	277,159	223,313	766,884	650,826
<b>Expenses</b>				
Operating	81,475	68,154	228,683	197,366
General and administrative	9,819	9,871	29,649	25,868
Interest	59,936	54,752	163,659	166,210
Depreciation and amortization	38,518	32,436	109,933	97,062
Loss on investments in securities	-	-	6,500	-
Total expenses	189,748	165,213	538,424	486,506
Income before net derivative losses, minority interests and income from unconsolidated joint ventures	87,411	58,100	228,460	164,320
Net derivative losses	(16,620)	-	(24,408)	-
Minority interests in property partnerships	374	(245)	629	(681)
Income from unconsolidated joint ventures	997	549	2,841	1,356
Income before minority interest in Operating Partnership	72,162	58,404	207,522	164,995
Minority interest in Operating Partnership	(18,994)	(19,627)	(56,156)	(56,505)
Income before gain (loss) on sale of real estate	53,168	38,777	151,366	108,490
Gain (loss) on sale of real estate, net of minority interest	-	(604)	6,505	(307)
Income before cumulative effect of a change in accounting principle	53,168	38,173	157,871	108,183
Cumulative effect of a change in accounting principle, net of minority interest	-	-	(6,767)	-
Net income before preferred dividend	53,168	38,173	151,104	108,183
Preferred dividend	(1,653)	(1,643)	(4,944)	(4,929)
Net income available to common shareholders	\$ 51,515	\$ 36,530	\$146,160	\$ 103,254
<b>Basic earnings per share:</b>				
Income before gain (loss) on sale of real estate and cumulative effect of a change in accounting principle	\$ 0.57	\$ 0.54	\$ 1.63	\$ 1.51
Gain (loss) on sale of real estate, net of minority interest	-	(0.01)	0.07	-
Cumulative effect of a change in accounting principle, net of minority interest	-	-	(0.07)	-
Net income available to common shareholders	\$ 0.57	\$ 0.53	\$ 1.63	\$ 1.51
Weighted average number of common shares outstanding	90,519	68,752	89,753	68,568
<b>Diluted earnings per share:</b>				
Income before gain (loss) on sale of real estate and cumulative effect of a change in accounting principle	\$ 0.56	\$ 0.53	\$ 1.59	\$ 1.49
Gain (loss) on sale of real estate, net of minority interest	-	(0.01)	0.07	(0.01)
Cumulative effect of a change in accounting principle, net of minority interest	-	-	(0.07)	-
Net income available to common shareholders	\$ 0.56	\$ 0.52	\$ 1.59	\$ 1.48
Weighted average number of common and common equivalent shares outstanding	92,828	70,661	92,004	69,600

BOSTON PROPERTIES, INC.  
CONSOLIDATED BALANCE SHEETS

	SEPTEMBER 30, 2001	DECEMBER 31, 2000
	-----	
	(UNAUDITED)	
	(IN THOUSANDS, EXCEPT FOR SHARE AMOUNTS)	
ASSETS		
Real estate:	\$ 7,297,980	\$ 6,112,779
Less: accumulated depreciation	(683,029)	(586,719)
Total real estate	----- 6,614,951	----- 5,526,060
Cash and cash equivalents	161,011	280,957
Escrows	20,901	85,561
Investments in securities	4,297	7,012
Tenant and other receivables	41,087	26,852
Accrued rental income	110,441	91,684
Deferred charges, net	104,370	77,319
Prepaid expenses and other assets	46,303	41,154
Investments in unconsolidated joint ventures	90,160	89,871
Total assets	----- \$ 7,193,521 =====	----- \$ 6,226,470 =====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Mortgage notes and bonds payable	\$ 4,245,433	\$ 3,414,891
Accounts payable and accrued expenses	71,716	57,338
Dividends and distributions payable	79,005	71,274
Interest rate contracts	32,136	-
Accrued interest payable	15,679	5,599
Other liabilities	52,969	51,926
Total liabilities	----- 4,496,938	----- 3,601,028
Commitments and contingencies	----- -	----- -
Minority interests	----- 847,232	----- 877,715
Series A Convertible Redeemable Preferred Stock, liquidation preference \$50.00 per share, 2,000,000 shares issued and outstanding	----- 100,000	----- 100,000
Stockholders' equity:		
Excess stock, \$.01 par value, 150,000,000 shares authorized, none issued or outstanding	-	-
Common stock, \$.01 par value, 250,000,000 shares authorized, 90,720,477 and 86,630,089 issued and outstanding in 2001 and 2000, respectively	907	866
Additional paid-in capital	1,784,850	1,673,349
Dividends in excess of earnings	(20,296)	(13,895)
Unearned compensation	(2,242)	(848)
Accumulated other comprehensive loss	(13,868)	(11,745)
Total stockholders' equity	----- 1,749,351	----- 1,647,727
Total liabilities and stockholders' equity	----- \$ 7,193,521 =====	----- \$ 6,226,470 =====

BOSTON PROPERTIES, INC.  
FUNDS FROM OPERATIONS  
(UNAUDITED AND IN THOUSANDS)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2001	2000	2001	2000
Income before net derivative losses (SFAS No. 133), minority interests and income from unconsolidated joint ventures	\$ 87,411	\$ 58,100	\$ 228,460	\$ 164,320
Add:				
Real estate depreciation and amortization	39,360	33,007	112,516	97,556
Income from unconsolidated joint ventures	997	549	2,841	1,356
Less:				
Net derivative losses (SFAS No. 133)	(16,620)	-	(24,408)	-
Minority property partnerships' share of funds from operations	(832)	(284)	(1,546)	(774)
Preferred dividends and distributions	(8,383)	(8,248)	(24,864)	(24,748)
Funds from operations	\$101,933	\$ 83,124	\$ 292,999	\$ 237,710
Add:				
Net derivative losses (SFAS No. 133)	16,620	-	24,408	-
Less:				
Non-cash early surrender lease income	(12,445)	-	(12,445)	-
Funds from operations before net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$106,108	\$ 83,124	\$ 304,962	\$ 237,710
Funds from operations available to common shareholders before net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$ 86,627	\$ 61,543	\$ 247,210	\$ 175,526
Weighted average shares outstanding - basic	90,519	68,752	89,753	68,568
FFO per share basic before net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$ 0.96	\$ 0.90	\$ 2.76	\$ 2.56
FFO per share basic after net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$ 0.92	\$ 0.90	\$ 2.65	\$ 2.56
Weighted average shares outstanding - diluted	105,812	83,657	104,991	82,600
FFO per share diluted before net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$ 0.91	\$ 0.85	\$ 2.62	\$ 2.46
FFO per share diluted after net derivative losses (SFAS No. 133) and non-cash early surrender lease income	\$ 0.87	\$ 0.85	\$ 2.53	\$ 2.46