

RITCHEY RAYMOND A

Form 4

November 16, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHEY RAYMOND A

(Last) (First) (Middle)

C/O BOSTON PROPERTIES,
INC., 111 HUNTINGTON
AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BOSTON PROPERTIES INC [BXP]

3. Date of Earliest Transaction
(Month/Day/Year)

11/12/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$.01	11/12/2004		M		50,000	A	\$ 34.375	83,116	D
Common Stock, par value \$.01	11/12/2004		S		4,800	D	\$ 60.1	78,316	D
Common Stock, par value \$.01	11/12/2004		S		4,900	D	\$ 60.15	73,416	D
Common	11/12/2004		S		200	D	\$ 60.23	73,216	D

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Stock, par
value \$.01

Common Stock, par value \$.01	11/12/2004	S	18,200	D	\$ 60.25	55,016	D
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Common Stock, par value \$.01	11/12/2004	S	4,900	D	\$ 60.26	50,116	D
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Common Stock, par value \$.01	11/12/2004	S	1,000	D	\$ 60.27	49,116	D
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Common Stock, par value \$.01	11/12/2004	S	3,700	D	\$ 60.28	45,416	D
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Common Stock, par value \$.01	11/12/2004	S	2,400	D	\$ 60.29	43,016	D
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Common Stock, par value \$.01	11/12/2004	S	100	D	\$ 60.3	42,916	D
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Common Stock, par value \$.01	11/12/2004	S	900	D	\$ 60.31	42,016	D
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Common Stock, par value \$.01	11/12/2004	S	400	D	\$ 60.32	41,616	D
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Common Stock, par value \$.01	11/12/2004	S	1,500	D	\$ 60.33	40,116	D
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Common Stock, par value \$.01	11/12/2004	S	2,800	D	\$ 60.35	37,316	D
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Common Stock, par value \$.01	11/12/2004	S	3,400	D	\$ 60.36	33,916	D
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Common Stock, par value \$.01	11/12/2004	S	500	D	\$ 60.37	33,416	D
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Common Stock, par value \$.01	11/12/2004	S	300	D	\$ 60.38	33,116	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.375	11/12/2004		M	50,000	<u>(1)</u> 03/24/2008	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RITCHEY RAYMOND A C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199	Executive Vice President

Signatures

Kelli A. DiLuglio, as
Attorney-in-Fact 11/16/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The option vested in three equal annual installments beginning on March 24, 1999.

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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