Edgar Filing: LANDIS ALAN B - Form 4

LANDIS A Form 4 May 03, 20									
FOR	ЛЛ							PPROVAL	
	UNITED	STATES S	ECURITIES Washingto			COMMISSIO	N OMB Number:	3235-0287	
if no lo subject Section Form 4 Form 5 obligat may co	to 16. or Filed put ions Section 17(MENT OF (rsuant to Sec (a) of the Pu 30(h) of	Estimated burden hou response	urs per					
(Print or Type	e Responses)								
1. Name and Address of Reporting Person <u>*</u> LANDIS ALAN B			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXF			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) C/O THE LANDIS GROUP, 745 FIFTH AVENUE			. Date of Earliest Month/Day/Year) 4/29/2005			(Check all applicable) X_Director Officer (give title below) below) (Check all applicable) 10% Owner Other (specify below)			
NEW YO	(Street) RK, NY 10151		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I - Non	-Derivative	Securities A	cquired, Disposed	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	3. ate, if Transact Code Year) (Instr. 8)	4. Securiti ionAcquired Disposed	es (A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: R	eport on a separate line	e for each class	s of securities ber	Perso inform requir	ns who res ation cont ed to respo	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				(In	(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	04/29/2005		А		79.54		(2)	(2)	Common Stock	79.54	

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
LANDIS ALAN B C/O THE LANDIS GROUP 745 FIFTH AVENUE NEW YORK, NY 10151	Х			
Signatures				
Kelli A. DiLuglio, as Attorney-in-Fact		05/03/20	005	

**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 rights convert to Common Stock on a 1-for-1 basis.

Acquired as quarterly dividends on April 29, 2005. The rights were granted as a component of the Phantom Stock Units that were awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive

(2) Awarded under the Boston Properties, inc. 1997 Stock Option and incentive Fian to hore-inproject uncertary who elected to receive Phantom Stock Units in lieu of director compensation fees. The rights are to be settled in shares of Common Stock upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.