Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 April 04, 20	PROPERTIES IN	С									
FORM	ЛЛ								PPROVAL	_	
	UNITED	 UNITED STATES SECURITIES ANI Washington, D. 								287	
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst	nger to 16. or Filed pu ons ntinue.	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						Estimated burden hou response	Estimated average burden hours per response 0.5		
1(b).											
(Print or Type	Responses)										
1. Name and SALOMO	Person [*]	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]				5. Relationship of Reporting Person(s) to Issuer(Check all angliashla)					
(Last)	(First) ((Middle)	3. Date of	of Earliest T	ransaction		(Cn	eck all applicabl			
MECOX VENTURES, 610 FIFTH AVENUE			(Month/Day/Year) 03/31/2005				X_ Director 10% Owner Officer (give title Other (specify below) below)				
				endment, D onth/Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YOF	RK, NY 10020						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who res nation 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 orm	SEC 1474 (9-02)		

 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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8)	Acquired (or Disposed (D) (Instr. 3, 4, and 5)	d of			(Inst
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	03/31/2005		А	323.76	(2)	(2)	Common Stock	323.76

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
SALOMON RICHARD E MECOX VENTURES 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
Kelli A. DiLuglio,		04/04/2005					

Attorney-in-Fact **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 Phantom Stock Units convert to Common Stock on a 1-for-1 basis.

The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors(2) who elected to receive Phantom Stock Units in lieu of director compensation fees. The Phantom Stock Units 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.