Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 April 04, 20	PROPERTIES INC	2								
								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A Ashington			COMMISSION	N OMB Number:	3235-0287	
Check t if no lor	loer							Expires:	January 31,	
subject Section Form 4	F CHANGES IN BENEFICIAL OWN SECURITIES				WNERSHIP OF	Estimated burden hol response	urs per			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
	Address of Reporting CK DAVID A	Person <u>*</u>	Symbol	er Name an o		r Trading	5. Relationship o Issuer			
(Last)	(First)	Middle)				-	(Che	ck all applicabl	e)	
(Last) (First) (Middle) PRUDENTIAL MORTGAGE			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2005				XDirector10% Owner Officer (give titleOther (specify below) below)			
	COMPANY, 100 RY STREET						below)	below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person				
NEWARK	, NJ 01702						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tal	ble I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Price				
Reminder: Re	port on a separate line	e for each cl	ass of sec	curities bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	i are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible :	Beneficially Owned securities)	I		
1 Title of	2 3 Trop	saction Date	24 Da	amad	4	5 Number	r of 6 Data Evara	cable and 7	Title and Amount of	

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

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Security (Instr. 3)			any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	· /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2005		А	307.16		(2)	(2)	Common Stock	307.16	9

Reporting Owners

Reporting Owner Name / Address			Relationships					
	reporting o whet funder francess			Officer	Other			
TWARDOCK DAVID A PRUDENTIAL MORTGAGE CAPITAL O 100 MULBERRY STREET NEWARK, NJ 01702	COMPANY	Х						
Signatures								
Kelli A. DiLuglio, as Attorney-in-Fact	04/04/2005							
**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.