## Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON PROPERTIES IN Form 4 May 03, 2005	C									
FORM 4							OMB A	PPROVAL		
Check this box	) STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
if no longer subject to Section 16. Form 4 or	MENT OI	F CHAN	NGES IN SECUI	WNERSHIP OI	Expires: Estimated burden hou response	urs per				
abligations	(a) of the l	Public U	Jtility Ho	lding Co		ange Act of 1934, t of 1935 or Secti 1940				
(Print or Type Responses)										
1. Name and Address of Reporting Person <u>*</u> DALEY WILLIAM M		Symbol	er Name <b>an</b> ON PROI		or Trading S INC [BX	Issuer [P]	1			
(Last) (First) JPMORGAN CHASE, ONI ONE PLAZA	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2005				(Check all applicable) X_ Director Officer (give title below) below) Other (specify below)					
Filed			4. If Amendment, Date Original Filed(Month/Day/Year)			<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ol>				
CHICAGO, IL 60670						Person		oportung		
(City) (State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Data (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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: Report on a separate lir	e for each cl	ass of sec	urities bene	ficially o	wned directly	or indirectly				
				Pers info requ	ons who re mation con ired to resp lays a curre	espond to the collection the collection of the c	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	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	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)	Instr. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı	(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		26.16		(2)	(2)	Common Stock	26.16	

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
DALEY WILLIAM M JPMORGAN CHASE ONE BANK ONE PLAZA CHICAGO, IL 60670	Х			
<b>Signatures</b> Kelli A. DiLuglio, as Attorney-in-Fact		05/03/20	005	

## \*\*Signature of Reporting Person I 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).

Date

(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 run to non-employee directors 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.