

BOSTON PROPERTIES INC  
Form 8-K  
October 19, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 18, 2007

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**BOSTON PROPERTIES, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or Other Jurisdiction

**1-13087**  
(Commission File Number)

**04-2473675**  
(IRS Employer

of Incorporation)

**800 Boylston Street, Suite 1900, Boston, Massachusetts 02199**

Identification No.)

(Address of Principal Executive Offices) (Zip Code)

**(617) 236-3300**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 18, 2007, the Board of Directors of Boston Properties, Inc. (the Company ) adopted technical amendments to the Company s Amended and Restated By-Laws to expressly authorize the issuance of uncertificated shares of capital stock. The Board of Directors adopted these amendments to comply with the New York Stock Exchange (the NYSE ) requirement that securities listed on the NYSE be eligible for participation in the Direct Registration System by January 2008.

The full text of the amendments to the Amended and Restated By-Laws is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

3.1 Amendment No. 3 to Amended and Restated By-Laws of Boston Properties, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON PROPERTIES, INC.

Date: October 19, 2007

By: /s/ Douglas T. Linde

Name: Douglas T. Linde

Title: President, Chief Financial Officer & Treasurer