Edgar Filing: SALOMON RICHARD E - Form 4

	RICHARD E										
Form 4 November 1	0 2004										
FORM									PPROVAL		
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	Washington, D.C. 20549 Number: 0200 021 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: 200 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response 00 30(h) of the Investment Company Act of 1940 1940 10200 021									
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> SALOMON RICHARD E			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) MECOX VENTURES, 610 FIFTH AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 11/09/2004			(Check all applicable) X_Director10% Owner Officer (give titleOther (specify below) below)					
NEW YOR	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)	Tab	le I - Non-I	Darivativa	Securities A		of or Bonoficio	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	CodeDisposed of (D)Year)(Instr. 8)(Instr. 3, 4 and 5)		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			
Reminder: Rep	port on a separate line	e for each cl:	ass of sec	urities bene:	Perso inform requir	ns who res nation cont ed to respo	or indirectly. spond to the colle ained in this forr 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Sha
Series Two Preferred Units (liquidation preference \$50.00)	\$ 38.1	11/09/2004		C <u>(1)</u>		25,740	<u>(2)</u>	<u>(2)</u>	Common Stock	33,71
Series Two Preferred Units (liquidation preference \$50.00)	\$ 38.1	11/09/2004		C <u>(1)</u>		13,655	<u>(2)</u>	(2)	Common Stock	17,91
Common OP Units	<u>(2)</u>	11/09/2004		C <u>(1)</u>	33,379		(2)	(2)	Common Stock	33,31
Common OP Units	<u>(2)</u>	11/09/2004		C <u>(1)</u>	17,919		(2)	(2)	Common Stock	17,91

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SALOMON RICHARD E MECOX VENTURES 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
Kelli A. DiLuglio, Attorney-in-Fact		11/10/2004					
**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 Series Two Preferred Units of limited partnership interests in Boston Properties Limited Partnership ("BPLP"), of which Issuer is the general partner, were converted into common units of limited partnership interest in BPLP ("Common OP Units").
- (2) Each Series Two Preferred Unit, which has a liquidation preference of \$50.00 per unit, may, on and after December 31, 2002, be converted into Common OP Units at a conversion price of \$38.10 (i.e. at the rate of 1.312336 Common OP Units per Series Two Preferred Unit). Cash is paid in lieu of issuing a fractional Common OP Unit. Each Common OP Unit acquired upon conversion of a Series Two Preferred Unit may be redeemed, at the election of the holder, for cash equal to the then fair market value of a share of

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Common Stock of the Issuer except that the Issuer may, at its election, acquire the Common OP Unit presented for redemption for one share of Common Stock.

(3) Represents ownership by trusts of which Reporting Person is either a trustee or beneficiary.

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.