

ZUCKERMAN MORTIMER B
Form SC 13G/A
February 13, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

(Amendment No. 3)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Boston Properties, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

101121101

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP NO. 101121101

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Mortimer B. Zuckerman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Canadian

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5. SOLE VOTING POWER
9,340,205 (FN1)

6. SHARED VOTING POWER
none

7. SOLE DISPOSITIVE POWER
9,340,205 (FN1)

8. SHARED DISPOSITIVE POWER
none

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,340,205 (FN1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_ |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.0%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:
Boston Properties, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
111 Huntington Avenue, Suite 300, Boston, MA 02199-7610

Item 2(a). Name of Person Filing:
Mortimer B. Zuckerman

Item 2(b). Address of Principal Business Office or, if None, Residence:
599 Lexington Avenue, New York, NY 10022

Item 2(c). Citizenship:
Canadian

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
101121101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

9,340,205 (FN1)

(b) Percent of class:

9.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote
9,340,205 (FN1)

(ii) Shared power to vote or to direct the vote
none

(iii) Sole power to dispose or to direct the disposition
of
9,340,205 (FN1)

(iv) Shared power to dispose or to direct the disposition
of
None

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

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(Signature)

Mortimer B. Zuckerman, Chairman
Boston Properties, Inc.

(Name/Title)