

ROCKEFELLER DAVID
Form SC 13G/A
February 01, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

BOSTON PROPERTIES, INC.

(Name of Issuer)

Common Stock, \$.01 Par Value Per Share

(Title of Class of Securities)

Edgar Filing: ROCKEFELLER DAVID - Form SC 13G/A

101121101

(CUSIP Number)

December 31, 2004

(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)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David Rockefeller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 4,012,824

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 57,856

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,012,824

WITH 8 SHARED DISPOSITIVE POWER

57,856

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,070,680 (FN 1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rockmark Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fedmark Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON*

C0

* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ECW Investor Associates, a California limited partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 57,856 (FN 2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

57,856 (FN 2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,856 (FN 2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.053%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DR & Descendants LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON*

OO

* SEE INSTRUCTION BEFORE FILLING OUT

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

Item 1(b) Address of Issuer's Principal Executive Offices:

111 Huntington Avenue

Boston, MA 02199

(617) 236-3300

Items

2(a)

and 2(b) Name of Person Filing, Address of Principal Business Office:

This statement is being filed by and on behalf of (i) David Rockefeller, (ii) Rockmark Corporation, a Delaware corporation, (iii) Fedmark Corporation, a Delaware corporation, (iv) ECW Investor Associates, a California limited partnership and (v) DR & Descendants LLC, a Delaware limited liability company (collectively, the Reporting Persons). David Rockefeller (DR) is the (A) managing member of DR & Descendants LLC, a Delaware limited partnership (DRDP), (B) majority stockholder of Rockmark Corporation, a Delaware corporation (Rockmark) and (C) majority stockholder of Fedmark Corporation, a Delaware corporation (Fedmark) and may be deemed to control each of DRDP, Rockmark and Fedmark. DRDP and Rockmark are two of the three general partners of ECW Associates, a California limited partnership (ECWA) and through his interests in DRDP and Rockmark, DR may be deemed to control DRDP's and Rockmark's partnership interests in ECWA. Each of the Reporting Persons has its principal place of business at 30 Rockefeller Plaza, Room 5600, New York, NY 10112.

Item 2(c) Citizenship:

(i) David Rockefeller is a United States citizen

(ii) Rockmark is a Delaware corporation

(iii) Fedmark is a Delaware corporation

(iv) ECWA is a California limited partnership

(v) DRDP is a Delaware limited liability company

Item 2(d) Title of Class of Securities:

Common Stock, Par Value \$.01 per share

Item 2(e) CUSIP Number: **101121101**

Item 3 Not Applicable

Item 4 Ownership:

David Rockefeller

(a) Amount Beneficially Owned:

4,070,680 Preferred Units

(b) Percent of Class:

3.6%

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

(i) Sole power to vote or to direct the vote: 4,012,824

(ii) Shared power to vote or to direct the vote: 57,856

(iii) Sole power to dispose or to direct the disposition of: 4,012,824

(iv) Shared power to dispose or to direct the disposition of: 57,856

Rockmark Corporation

(a) Amount Beneficially Owned:

0 Preferred Units

(b) Percent of Class:

0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Fedmark Corporation

(a) Amount Beneficially Owned:

0 Preferred Units

(b) Percent of Class:

0%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

ECW Investor Associates, a California limited partnership

- (a) Amount Beneficially Owned:
57,856 Preferred Units
- (b) Percent of Class:
0.053%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 57,856
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 57,856

DR & Descendants, LLC

- (a) Amount Beneficially Owned:
0 Preferred Units
- (b) Percent of Class:
0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

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

x

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

- (i) The shareholders of Rockmark have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of Rockmark, in accordance with their share ownership in Rockmark.
- (ii) The shareholders of Fedmark have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of Fedmark, in accordance with their share ownership in Fedmark.
- (iii) The limited partners of ECWA have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of ECWA, in accordance with their partnership interests in ECWA.
- (iv) The members of DRDP have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of DRDP, in accordance with their membership interests in DRDP.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not Applicable.

Item 8 &nbs