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HRPT PROPERTIES TRUST
Form 8-A12B
September 12, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

HRPT PROPERTIES TRUST

(Exact Name of Registrant as Specified in its Charter)

MARYLAND

04-6558834

(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

400 CENTRE STREET
NEWTON, MASSACHUSETTS

02458

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. /X/

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. / /

Securities Act registration statement file number to which this form relates
333-56051 (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

8 3/4% SERIES B CUMULATIVE REDEEMABLE
PREFERRED SHARES

NEW YORK STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the 8 3/4% Series B Cumulative Redeemable Preferred Shares, \$.01 par value per share (the "Series B Preferred Shares"), of HRPT Properties Trust (the "Registrant") is contained in the Prospectus dated June 15, 1998 (File No. 333-56051), as supplemented by the Prospectus Supplement dated September 6, 2002 filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended. Such Prospectus, as so supplemented, is incorporated herein by reference.

ITEM 2. EXHIBITS.

EXHIBIT

NUMBER DESCRIPTION OF EXHIBIT

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|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Composite copy of the Third Amended and Restated Declaration of Trust dated July 1, 1994, as amended to date, of the Registrant. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED JULY 1, 1998) |
| 1.2 | Articles Supplementary dated November 4, 1994 to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994 creating the Junior Participating Preferred Shares. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED MAY 27, 1998) |
| 1.3 | Articles Supplementary dated May 13, 1997 to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994 increasing the Junior Participating Preferred Shares. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED MAY 27, 1998) |
| 1.4 | Articles Supplementary dated May 22, 1998 to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994 increasing the Junior Participating Preferred Shares. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED MAY 27, 1998) |
| 1.5 | Articles Supplementary dated May 10, 2000 to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S QUARTERLY REPORT ON FORM 10-Q DATED MAY 12, 2000) |
| 1.6 | Articles Supplementary dated February 16, 2001 to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994 relating to the 9 7/8% Series A Cumulative Redeemable Preferred Shares. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED FEBRUARY 16, 2001) |

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- 1.7 Form of Articles Supplementary to the Third Amendment and Restatement of Declaration of Trust dated July 1, 1994 relating to the 8 3/4% Series B Cumulative Redeemable Preferred Shares. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED SEPTEMBER 6, 2002)
- 1.8 Form of Common Share Certificate. (INCORPORATED BY REFERENCE TO THE COMPANY'S CURRENT REPORT ON FORM 8-K, DATED MARCH 11, 1999)
- 1.9 Amended and Restated By-Laws, as amended to date, of the Registrant. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S QUARTERLY REPORT ON FORM 10-Q DATED MAY 12, 2000)
- 1.10 Form of temporary 9 7/8% Series A Cumulative Redeemable Preferred Share Certificate. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED FEBRUARY 16, 2001)
- 1.11 Form of temporary 8 3/4% Series B Cumulative Redeemable Preferred Share Certificate. (INCORPORATED BY REFERENCE TO THE REGISTRANT'S CURRENT REPORT ON FORM 8-K DATED SEPTEMBER 6, 2002)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HRPT PROPERTIES TRUST

Date: September 6, 2002

BY: /S/ JOHN C. POPEO

John C. Popeo
Treasurer and Chief Financial Officer