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FRANKLIN STREET PROPERTIES CORP /MA/
Form 10-K/A
April 01, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 0-32615

FRANKLIN STREET PROPERTIES CORP.
(Exact name of registrant as specified in its charter)

Maryland

04-3578653

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

401 Edgewater Place, Suite 200, Wakefield, Massachusetts

01880-6210

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 557-1300

Securities registered pursuant to Section 12(b) of the Act: None

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

Common Stock, \$.0001 par value per share

Indicate by check mark whether the registrant: (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the
best of registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this
Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer as
defined by Rule 12b-2 of the Securities Exchange Act of 1934, as amended. Yes
 No .

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As of June 30, 2003, the aggregate fair market value of Common Stock held by non-affiliates of the registrant, as determined in good faith by the Board of Directors of the registrant, was \$592,421,876.

There were 49,630,338 shares of Common Stock outstanding as of March 10, 2004.

Documents incorporated by reference: The Registrant intends to file a definitive proxy statement pursuant to Regulation 14A, promulgated under the Securities Exchange Act of 1934, as amended, to be used in connection with the Registrant's Annual Meeting of Stockholders to be held on May 7, 2004. The information required in response to Items 10 - 14 of Part III of this Form 10-K, other than that contained in Item 4A, "Executive Officers of FSP Corp.," is hereby incorporated by reference to such proxy statement.

EXPLANATORY NOTE

The purpose of this amendment is to amend the cover page to correct the aggregate fair market value of Common Stock held by non-affiliates of the registrant as of June 30, 2003, as determined in good faith by the Board of Directors of the registrant, which was reported incorrectly due to a clerical error.

Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

3. Exhibits:

The Exhibits listed in the Exhibit Index are filed as part of this Amendment No. 1 to Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to its Annual Report on Form 10-K/A to be signed on its behalf as of April 1, 2004 by the undersigned, thereunto duly authorized.

FRANKLIN STREET PROPERTIES CORP.

By: /s/ Barbara J. Corinha

Barbara J. Corinha
Vice President, Chief Operating Officer,
Treasurer and Secretary

EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of FSP Corp.'s President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of FSP Corp.'s Vice President, Chief Operating Officer (equivalent of Chief Financial Officer), Treasurer and Secretary pursuant to Section 302 of the Sarbanes-Oxley Act of

2002.