Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 February 01	PROPERTIES INC	C												
FORN Check t if no los subject	his box nger to STATEN	 Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 									। न	OMB A OMB Number: Expires: Estimated		
Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b). (Print or Type	or Filed put ons ntinue. ruction										, ,	burden hours per response		0.5
	Address of Reporting	Person <u>*</u>	Symbol	er Name a					-	5. Relationship Issuer				
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC, 610 FIFTH AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2008				(Check all applicable) <u></u>							
(Street) NEW YORK, NY 10020			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 								
(City)	(State)	(Zip)	Tak	da I Na	n I	Jorivo	tivo (Socuri	tion A	Person cquired, Disposed	ofo	r Bonoficio	lly Own	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transac Code	ctio 3)	4. Sec nAcqui Dispo (Instr.	curiti ired (osed o . 3, 4	es (A) or of (D) and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. C For (D) (I)	Ownership m: Direct or Indirect etr. 4)	7. Natur Indirect	e of al hip
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities be	enef	Pe inf red dis	ersor iorm quire	ns wh ation ed to i ys a c	o res conta respo	r indirectly. pond to the colle ained in this form and unless the fo ttly valid OMB co	n aro orm	e not	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	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

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(Instr. 3)	Price of Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	01/30/2008		А		280.1		(2)	(2)	Common Stock	280.1	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	02	2/01/2008					
**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 rights convert into Common Stock on a 1-for-1 basis.

Acquired as quarterly dividends on January 30, 2008. The rights were granted as a component of the Phantom Stock Units that were awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive

(2) Awarded ander the Doson Properties, inc. 1997 Stock Option and incentive Franco Indirections who elected to receive the Phantom Stock Units in lieu of director cash compensation fees. The rights are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties Board of Directors.

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.