## Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON I Form 4 February 05	PROPERTIES INC	C									
FORM	ЛЛ							-	PPROVAL		
	UNITED		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			N OMB Number:	3235-0287				
Check t if no los								Expires:	January 31,		
subject		AENT OI	F CHANGES IN BENEFICIAL OWNERSHIP OF					Estimated	2005 average		
Section	Section 16. SECURITIES						burden hou				
Form 4 Form 5			1	1((-) - f 4	<b>C</b>			response	. 0.5		
obligati							nge Act of 1934, of 1935 or Section				
may co	ntinue.			•	•	ny Act of 1		011			
<i>See</i> Inst 1(b).	ruction	50(11)	or the h	ii vestinen	compu	19 1100 01 1					
(Print or Type	Responses)										
		- *									
	Address of Reporting		Icener			f Reporting Person(s) to					
LUCKEN		Symbol	ymbol BOSTON PROPERTIES INC [BXP]								
		-			(Check all applicable)						
(Last)	(First) (	Middle)					100	10% Owner			
				Month/Day/Year) _X_ Director 2/01/2008 _X_ Officer (gi			ve title Other (specify				
	LEXINGTON AV		02/01/2	2000			below)	below) rman of the Boa	rd		
	(Sture et)										
							6. Individual or . Applicable Line)	vidual or Joint/Group Filing(Check			
Filed(Month/Day/Year)					1)	_X_ Form filed by One Reporting Person					
NEW YOF	RK, NY 10022						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if	Transactio			Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed		Beneficially	(D) or Indirect			
		(Month/Da	ay/ Y ear)	(Instr. 8)	(Instr. 3,	4  and  5)	Owned Following	(I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported				
						or (A)	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					-	-	spond to the colle	ction of S	SEC 1474		
					inform	nation con	tained in this form	n are not	(9-02)		

information contained in this form are not (9-0 required to respond unless the form displays a currently valid OMB control number.

 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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
			Code V	(A) (E	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	(1)	02/01/2008	А	62,441	(1)(2)	<u>(1)</u>	Common Stock	62,441	\$ (

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
FB	Director	10% Owner	Officer	Other
ZUCKERMAN MORTIMER B C/O BOSTON PROPERTIES, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022	Х		Chairman of the Board	
Signatures				
/s/ Kelli A. DiLuglio, Attorney-in-Fact	02	/05/2008		
**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).

Represents units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the

- (1) election of the holder, into a common unit of limited partnership interest in BPLP (Common OP Unit). Each Common OP Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire each Common OP Unit so presented for one share of Common Stock.
- (2) LTIP Units vest in four equal annual installments beginning on January 15, 2009.

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.