### Edgar Filing: JOHNSTON PETER D - Form 4

JOHNSTON PET	TER D									
Form 4 February 05, 2013	3									
FORM 4		STATES	SECU	RITIES A	AND EX	CHANGE	E COMMISSIO		PPROVAL	
Washington, D.C. 20549						Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							urs per			
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	a) of the l	Public U	Jtility Hol	ding Cor		of 1935 or Secti			
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> JOHNSTON PETER D			2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [BX				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (	(First) (I	Middle)		of Earliest T	ransaction					
				Month/Day/Year) )2/01/2013			Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
Filed(M			. If Amendment, Date Original ïled(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
WASHINGTON	, DC 20037						Person	More than one R	eporting	
(City) (	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly			
					Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	đ		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	(A) c Dispo (D)	ired r osed of . 3, 4,	(Month/Day	/Year)	(Instr. 3 and	4)
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 105.1	02/01/2013		А	8,85	1	<u>(1)</u>	02/01/2023	Common Stock	8,851
LTIP Units (2)	<u>(2)</u>	02/01/2013		А	4,70	9	(2)(3)	(2)	Common Stock	4,709

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
JOHNSTON PETER D C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037			Senior Vice President		
A1 1					

# Signatures

/s/ Kelli A. DiLuglio,	02/05/2013
Attorney-in-Fact	02/03/2013

\*\*Signature of Reporting Person

# **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).

Date

(1) The option vests in four equal installments beginning on January 15, 2014.

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 incentive 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 election of

- (2) the holder, into a common unit of limited partnership interest in BPLP (Common OP Unit). Each Common OP Unit acquired upon conversion of an 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, acquire each Common OP Unit so presented for one share of Common Stock. LTIP Units have no expiration date.
- (3) The 4,709 LTIP Units vest in four equal annual installments beginning on January 15, 2014.

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.

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