

BOSTON PROPERTIES INC  
 Form 4  
 February 07, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JOHNSTON PETER D**

(Last) (First) (Middle)

C/O BOSTON PROPERTIES, 901  
 NEW YORK AVENUE, NW

(Street)

WASHINGTON, DC 20001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**BOSTON PROPERTIES INC [BXP]**

3. Date of Earliest Transaction  
 (Month/Day/Year)

02/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01	02/05/2007		M		9,298 A \$ 37.45 <sub>(1)</sub>	40,105.9712	D
Common Stock, par value \$.01	02/05/2007		M		5,052 A \$ 34.65 <sub>(2)</sub>	45,157.9712	D
Common Stock, par value \$.01	02/05/2007		S		300 D \$ 127.09	44,857.9712	D
Common Stock, par	02/05/2007		S		100 D \$ 127.08	44,757.9712	D

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value \$.01

Common Stock, par value \$.01	02/05/2007	S	200	D	\$ 127.07	44,557.9712	D
Common Stock, par value \$.01	02/05/2007	S	100	D	\$ 127.04	44,457.9712	D
Common Stock, par value \$.01	02/05/2007	S	900	D	\$ 127.03	43,557.9712	D
Common Stock, par value \$.01	02/05/2007	S	300	D	\$ 127.02	43,257.9712	D
Common Stock, par value \$.01	02/05/2007	S	300	D	\$ 127.01	42,957.9712	D
Common Stock, par value \$.01	02/05/2007	S	800	D	\$ 127	42,157.9712	D
Common Stock, par value \$.01	02/05/2007	S	210	D	\$ 126.99	41,947.9712	D
Common Stock, par value \$.01	02/05/2007	S	2,600	D	\$ 126.98	39,347.9712	D
Common Stock, par value \$.01	02/05/2007	S	400	D	\$ 126.96	38,947.9712	D
Common Stock, par value \$.01	02/05/2007	S	600	D	\$ 126.95	38,347.9712	D
Common Stock, par value \$.01	02/05/2007	S	600	D	\$ 126.94	37,747.9712	D
Common Stock, par value \$.01	02/05/2007	S	600	D	\$ 126.93	37,147.9712	D
Common Stock, par value \$.01	02/05/2007	S	625	D	\$ 126.92	36,522.9712	D
Common Stock, par value \$.01	02/05/2007	S	1,900	D	\$ 126.91	34,622.9712	D

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Common Stock, par value \$.01	02/05/2007	S	150	D	\$ 126.9	34,472.9712	D
Common Stock, par value \$.01	02/05/2007	S	3,100	D	\$ 126.89	31,372.9712	D
Common Stock, par value \$.01	02/05/2007	S	500	D	\$ 126.88	30,872.9712	D
Common Stock, par value \$.01	02/05/2007	S	300	D	\$ 126.87	30,572.9712	D
Common Stock, par value \$.01	02/05/2007	S	800	D	\$ 126.86	29,772.9712	D
Common Stock, par value \$.01	02/05/2007	S	300	D	\$ 126.85	29,472.9712	D
Common Stock, par value \$.01	02/05/2007	S	200	D	\$ 126.84	29,272.9712	D
Common Stock, par value \$.01	02/05/2007	S	400	D	\$ 126.83	28,872.9712	D
Common Stock, par value \$.01	02/05/2007	S	200	D	\$ 126.82	28,672.9712	D
Common Stock, par value \$.01	02/05/2007	S	300	D	\$ 126.8	28,372.9712	D
Common Stock, par value \$.01	02/05/2007	S	24	D	\$ 126.79	28,348.9712	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 37.45 <sup>(1)</sup>	02/05/2007	M					9,298		<sup>(3)</sup>	01/18/2011	Common Stock	9,298
Employee Stock Option (right to buy)	\$ 34.65 <sup>(2)</sup>	02/05/2007	M					5,052		<sup>(4)</sup>	01/17/2012	Common Stock	5,052

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON PETER D C/O BOSTON PROPERTIES 901 NEW YORK AVENUE, NW WASHINGTON, DC 20001			Senior Vice President	

## Signatures

/s/ Kelli A. DiLuglio, as Attorney-in-Fact	02/07/2007
**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).

- In January 2007, the issuer paid a special dividend of \$5.40 per share of common stock to all stockholders of record as of the close of business on December 29, 2006. In connection with this special dividend, the issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The
- (1) number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment the number of shares underlying Mr. Johnston's options increased by 444 from 8,854 to 9,289 and the per share exercise price was correspondingly decreased.
  - (2) Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 1,198 from 23,854 to 25,052 and the per share exercise price was correspondingly decreased.
  - (3) The options vested in three equal annual installments beginning on January 18, 2002.

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- (4) The options vested in three equal annual installments beginning on January 17, 2003.

**Remarks:**

This is the first of two Form 4's filed by the Reporting Person on February 7, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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