

BOSTON PROPERTIES INC
 Form 4
 February 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
ZUCKERMAN MORTIMER B

2. Issuer Name and Ticker or Trading Symbol
BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

(Street)
BOSTON, MA 02199

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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: Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,500 | D | \$ 130.78 |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 300 | D | \$ 130.775 |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 3,443 | D | \$ 130.77 |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 300 | D | \$ 130.765 |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|-------------|-----------|---|
| Stock, par value \$.01 | | | | | | | |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,400 | D | \$ 130.7615 | 2,291,770 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 4,700 | D | \$ 130.76 | 2,287,070 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 79,522 | D | \$ 130.75 | 2,207,548 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 5,300 | D | \$ 130.74 | 2,202,248 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 500 | D | \$ 130.735 | 2,201,748 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,900 | D | \$ 130.73 | 2,198,848 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 200 | D | \$ 130.7243 | 2,198,648 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 3,900 | D | \$ 130.72 | 2,194,748 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,700 | D | \$ 130.71 | 2,192,048 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,500 | D | \$ 130.7 | 2,190,548 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 600 | D | \$ 130.68 | 2,189,948 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 300 | D | \$ 130.675 | 2,189,648 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,600 | D | \$ 130.6531 | 2,188,048 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,600 | D | \$ 130.652 | 2,186,448 | D |

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|-------------------------------------|------------|---|-------|---|----------------|-----------|---|
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,400 | D | \$ 130.65 | 2,184,048 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,600 | D | \$ 130.6345 | 2,182,448 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,100 | D | \$ 130.6243 | 2,181,348 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,900 | D | \$ 130.62 | 2,179,448 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,000 | D | \$ 130.6 | 2,177,448 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,600 | D | \$ 130.59 | 2,174,848 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 400 | D | \$ 130.58 | 2,174,448 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,100 | D | \$ 130.57 | 2,173,348 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 5,300 | D | \$ 130.56 | 2,168,048 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 2,400 | D | \$ 130.5535 | 2,165,648 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 4,600 | D | \$ 130.55 | 2,161,048 | D |
| Common Stock, par value \$.01 | 02/07/2007 | S | 1,900 | D | \$ 130.54 | 2,159,148 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZUCKERMAN MORTIMER B C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | | Chairman of the Board | |

Signatures

Kelli A. DiLuglio, As attorney-in-Fact 02/08/2007

**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).

Remarks:

This is the second of six Form 4's the Reporting Person filed on February 8, 2007.

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.