Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 April 03, 20	PROPERTIES INC	С								
FORM	ЛЛ								PPROVAL	
-	UNITED	STATES		RITIES An ashington		COMMISSIO	N OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may con <i>See</i> Inst 1(b).	F CHAN Section 1 Public U	NGES IN SECUI 16(a) of th Jtility Hol nvestmen	Estimated burden hou response	Estimated average burden hours per response 0.5						
(Print or Type	Responses)									
1. Name and TURCHIN	Address of Reporting	Person [*]	Symbol	er Name an ON PROI		Trading	Issuer	of Reporting Per		
(Last)	(First) (Middle)	3. Date of	of Earliest T	Transaction		(Ch	eck all applicabl	e)	
CB RICHARD ELLIS, 200 PARK AVENUE			(Month/Day/Year) 03/31/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			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 			
NEW YOF	RK, NY 10166						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(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: Re	port on a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly.	action of a	NEC 1474	
					inforr requi	nation cont red to resp	tained in this forr ond unless the forn ntly valid OMB co	n are not orm	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. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security	(Month	n/Day/Year) (In	str. 8)	 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 			(Instr.			
			Co	ode V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2006	A	¥	155.5		(2)	(2)	Common Stock	155.5	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh						
	Director	10% Owner	Officer	Other				
TURCHIN MARTIN CB RICHARD ELLIS 200 PARK AVENUE NEW YORK, NY 10166	Х							
Signatures								
/s/ Eric G. Kevorkian, as 04/03/2006								
<u>**</u> Signature of Reporting Person		D	ate					
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 Phantom Stock Units convert to Common Stock on a 1-for-1 basis.
- The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee
 directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock 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.