#### **BOSTON PROPERTIES INC**

Form 4 May 10, 2006

### FORM 4

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

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

response...

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DALEY WILLIAM M |  |                      | 2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP] |                                |                               |                    | 5. Relationship of Reporting Person(s) to Issuer  |                        |   |              |  |  |
|---|--|----------------------|--|--------------------------------|-------------------------------|--------------------|---|------------------------|---|--------------|--|--|
| Ø . A   | (F' 1)   | r: 1.11 \            |  |                                |                               |                    |   | (Check all applicable) |   |              |  |  |
| (Last)  | (First) (M   | liddle)              | 3. Date of Earliest Transaction  |                                |                               |                    | V D' (  | 100                    |   |              |  |  |
| JPMORGAN CHASE, ONE BANK<br>ONE PLAZA                     |  |                      | (Month/Day/Year)<br>05/10/2006   |                                |                               |                    | X Director 10% Owner Officer (give title Other (specify below)                                |                        |   |              |  |  |
|   | (Street)   |                      |  | 4. If Amendment, Date Original |                               |                    |   |                        | 6. Individual or Joint/Group Filing(Check |              |  |  |
|   |  |                      | Filed(Month/Day/Year)  |                                |                               |                    | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |                        |   |              |  |  |
| CHICAGO, IL 60670   |  |                      |  |                                |                               |                    | Person  |                        |   |              |  |  |
| (City)  | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                      |  |                                |                               |                    |   |                        | lly Owned                                 |              |  |  |
| 1.Title of  | 2. Transaction Date  | 2A. Dee              | emed   | 3.                             | 4. Securi                     | ties               |   | 5. Amount of           | 6. Ownership                              | 7. Nature of |  |  |
| Security (Month/Day/Year) Executi                         |  |                      | on Date, if TransactionAcquired (A) or   |                                |                               |                    |   | Securities             | Form: Direct                              | Indirect     |  |  |
| (Instr. 3) any  |  | Code Disposed of (D) |  |                                | Beneficially (D) or Beneficia |                    |   |                        |   |              |  |  |
|   |  | (Month)              | onth/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)                                  |                                |                               | Owned<br>Following | Indirect (I)<br>(Instr. 4)  | Ownership (Instr. 4)   |   |              |  |  |
|   |  |                      |  |                                |                               | ( )                |   | Reported               | (Instr. 1)                                | (Instr. 1)   |  |  |
|   |  |                      |  |                                |                               | (A)                |   | Transaction(s)         |   |              |  |  |
|   |  |                      |  | Code V                         | Amount                        | (D)                | Price   | (Instr. 3 and 4)       |   |              |  |  |
| Common  |  |                      |  |                                |                               | ` ´                |   |                        |   |              |  |  |
| Stock, par value \$.01                                    | 05/10/2006   |                      |  | A                              | 415                           | A                  | \$0   | 2,117                  | D   |              |  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: BOSTON PROPERTIES INC - Form 4

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exerc |            | 7. Title |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D  | ate        | Amour    |          | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Underl   | ying     | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securit  | ies      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |            | (Instr.  | 3 and 4) |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |            |          |          |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |               |            |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |          |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |            |          |          |             |        |
|             |             |                     |                    |            | , )        |               |            |          |          |             |        |
|             |             |                     |                    |            |            |               |            |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       | Title N  | Number   |             |        |
|             |             |                     |                    |            |            |               |            |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |          | Shares   |             |        |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| • 0  | Director      | 10% Owner | Officer | Other |  |  |
| DALEY WILLIAM M<br>JPMORGAN CHASE<br>ONE BANK ONE PLAZA<br>CHICAGO, IL 60670 | X             |           |         |       |  |  |

## **Signatures**

/s/ Kelli A. DiLuglio, as
Attorney-in-Fact

\*\*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).

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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