Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON I Form 4 October 03	PROPERTIES INC	С								
FOR	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287	7
Check t if no lo subject Section	to STATE	MENT OF	F CHAN		BENEF RITIES	Expires: Estimated burden hou	0			
Form 5 obligati may co	Form 4 or Form 5 obligations may continue. See Instruction 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								. 0.5	5
(Print or Type	Responses)									
1. Name and Einiger Ca	Person [*]	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BX				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)		of Earliest T		-	(Ch	eck all applicabl	e)	
C/O POST	' ROCK ADVISO MADISON AVEN	RS,		Day/Year)	Tunbuction		X_ Director Officer (giv below)	ve title $\frac{109}{\text{below}}$ Oth	% Owner er (specify	
(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 YOI	RK, NY 10022						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	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	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (next, 2 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Ro	eport on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp	or indirectly. spond to the colle ained in this form ond unless the fo 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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	09/30/2006		А		159.67		(2)	(2)	Common Stock	159.67	ç

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 590 MADISON AVENUE NEW YORK, NY 10022	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	10)/03/2006					

**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).
- (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

- (2) who elected to receive rhantom stock onts in hed of director cash compensation recs. The rhantom stock onts are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties Board of Directors.
- (3) Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. Common Stock.

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.