

NORVILLE E MITCHELL
 Form 4
 November 29, 2006

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 *
 NORVILLE E MITCHELL

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP for Operations

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/27/2006

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

(Street)
 BOSTON, MA 02199

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.01 par value | 11/27/2006 | | M | | 35,000 | A | \$ 39.33 (1) |
| | | | | | 53,868.8886 | D | (2) |
| Common Stock, \$.01 par value | 11/27/2006 | | M | | 33,411 | A | \$ 29.38 |
| Common Stock, \$.01 par | 11/27/2006 | | S | | 141 | D | \$ 117.51 |
| | | | | | 87,138.8886 | D | |

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| | | | | | | | |
|--|------------|---|-----|---|--------------|-------------|---|
| value | | | | | | | |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 117.49 | 86,938.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 117.43 | 86,838.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 117.42 | 86,638.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 117.24 | 86,438.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 117.22 | 86,338.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 117.14 | 86,238.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 300 | D | \$ 117.02 | 85,938.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 117 | 85,738.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 116.97 | 85,538.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 116.95 | 85,338.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.91 | 85,238.8886 | D |

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| | | | | | | | |
|-------------------------------|------------|---|-----|---|-----------|-------------|---|
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.9 | 85,138.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.87 | 85,038.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.86 | 84,938.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 300 | D | \$ 116.85 | 84,638.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.84 | 84,538.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 100 | D | \$ 116.83 | 84,438.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 600 | D | \$ 116.82 | 83,838.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 116.81 | 83,638.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 500 | D | \$ 116.8 | 83,138.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 116.79 | 82,938.8886 | D |
| Common Stock, \$.01 par value | 11/27/2006 | S | 200 | D | \$ 116.78 | 82,738.8886 | D |
| | 11/27/2006 | S | 700 | D | | 82,038.8886 | D |

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| | | | | | | | |
|------------------------------|------------|---|-------|---|-----------|-------------|---|
| Common Stock, \$01 par value | | | | | \$ 116.77 | | |
| Common Stock, \$01 par value | 11/27/2006 | S | 1,400 | D | \$ 116.76 | 80,638.8886 | D |
| Common Stock, \$01 par value | 11/27/2006 | S | 200 | D | \$ 116.75 | 80,438.8886 | D |
| Common Stock, \$01 par value | 11/27/2006 | S | 1,400 | D | \$ 116.74 | 79,038.8886 | 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.

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 39.33 <u>(1)</u> | 11/27/2006 | | D | 35,000 | <u>(3)</u> 01/18/2011 | Common Stock | 35,000 | |
| Employee Stock Option (right to buy) | \$ 29.38 | 11/27/2006 | | D | 33,411 | <u>(4)</u> 01/24/2010 | Common Stock | 33,411 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORVILLE E MITCHELL C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | | EVP for Operations | |

Signatures

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

11/29/2006

**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).

In October 2005, the issuer paid a special dividend of \$2.50 per share of common stock to all stockholders of record as of the close of business on September 30, 2005. 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. Norville's options increased by 2,032 from 56,250 to 58,282 and the per share exercise price was correspondingly decreased.
- (2) Includes 61.7145 shares that the Reporting Person acquired pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan in July 2006.
- (3) The option vested in three equal annual installments beginning on January 18, 2002.
- (4) The option vested in three equal annual installments beginning on January 24, 2001.

Remarks:

This is the first of four Form 4's filed by the Reporting Person on November 29, 2006.

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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