

SELSAM ROBERT E
Form 4
December 01, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SELSAM ROBERT E

(Last) (First) (Middle)

C/O BOSTON PROPERTIES,
INC., 111 HUNTINGTON
AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BOSTON PROPERTIES INC [BXP]

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

11/29/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Senior Vice President

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 | 11/29/2006 | | M | | 1,036 | A | \$ 32.22 |
| | | | | | | | 24,301.1491 (1) |
| Common Stock, par value \$.01 | 11/29/2006 | | M | | 8,964 | A | \$ 29.38 |
| | | | | | | | 33,265.1491 |
| Common Stock, par value \$.01 | 11/29/2006 | | S | | 10,000 | D | \$ 115 |
| | | | | | | | 23,265.1491 |
| Common | 11/30/2006 | | M | | 8,776 | A | \$ |
| | | | | | | | 32,041.1491 |

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| | | | | | | | | |
|-------------------------------|------------|--|---|--------|-------|-----------------|-------------|-------------|
| Stock, par value \$.01 | | | | | 29.38 | | | |
| Common Stock, par value \$.01 | 11/30/2006 | | M | 1,224 | A | \$ 39.33 (2) | 33,265.1491 | D |
| Common Stock, par value \$.01 | 11/30/2006 | | S | 10,000 | D | \$ 116.1 | 23,265.1491 | D |
| Common Stock, par value \$.01 | 12/01/2006 | | M | 10,000 | A | \$ 39.33 (2) | 33,265.1491 | D |
| Common Stock, par value \$.01 | 12/01/2006 | | S | 10,000 | D | \$ 117 | 23,265.1491 | D |
| Common Stock, par value \$.01 | | | | | | 800 | I | By Children |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 32.22 | 11/29/2006 | | M | 1,036 | (3) 02/09/2009 | Common Stock 1,036 |
| Employee Stock Option (right to | \$ 29.38 | 11/29/2006 | | M | 8,964 | (4) 01/24/2010 | Common Stock 8,964 |

buy)

Employee

Stock

Option

\$ 29.38

11/30/2006

M

8,776

(4)

01/24/2010

Common
Stock

8,776

(right to

buy)

Employee

Stock

Option

\$ 39.33

(2)

11/30/2006

M

1,224

(5)

01/18/2011

Common
Stock

1,224

(right to

buy)

Employee

Stock

Option

\$ 39.33

12/01/2006

M

10,000

(5)

01/18/2011

Common
Stock

10,000

(right to

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SELSAM ROBERT E C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | | Senior Vice President | |

Signatures

/s/ Kelli A. DiLuglio, as

Attorney-in-Fact

12/01/2006

**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) Includes 10.797 shares which the Reporting Person acquired in November 2006 pursuant to the Boston Properties, Inc. Dividend Reinvestment and Stock Purchase Plan.

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

- (2) 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. Selsam's options increased by 2,032 from 56,250 to 58,282 and the per share exercise prices were correspondingly decreased.

- (3) The options vested in three equal annual installments beginning on February 9, 2000.

- (4) The options vested in three equal annual installments beginning on January 24, 2001.

- (5) The options vested in three equal annual installments beginning on January 18, 2002.

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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