Edgar Filing: NORVILLE E MITCHELL - Form 4

NORVILLE	E E MITCHELL										
Form 4											
February 04	l, 2009										
FORM	$\mathbf{\Lambda} 4$	STATES	SECU	DITIES A	ND EV	CHANCI		т	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								Number:	3235-0287		
Check t				sington	, D.C. 2				January 31,		
if no lor		MENT O	F CHAI	NGES IN	BENEF	TICIAL O	WNERSHIP OF	Expires:	2005		
subject to Section 16. SECURITIES							Estimated burden hou				
Form 4	or							response	•		
Form 5	-						inge Act of 1934,				
obligations may continue. See Instruction See											
<i>See</i> Inst 1(b).	ruction	50(11)	or the r	nvestment	compa		1740				
(Print or Type	Responses)										
1. Name and	Address of Reporting	Person *	2. Issuer Name and Ticker or Trading			5. Relationship of Reporting Person(s) to					
NORVILL	E E MITCHELL		Symbol BOSTON PROPERTIES INC [BX]				Issuer				
							[P] (Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Che	ck all applicabl	e)		
			(Month/Day/Year)			Director 10% Owner					
	ON PROPERTIE		02/02/2009				X_ Officer (give title Other (specify below) below)				
INC., 800 I	BOYLSTON STR	KEEI						EVP, COO			
	(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						
BOSTON	MA 02199						Form filed by	More than One R			
							Person				
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
1.Title of		action Date 2A. Deeme						6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	Code	onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Form: Direct (D) or Indirect (I)	Indirect Beneficial		
(11501. 5)		•	ay/Year)				Owned		Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
						(A)	Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	ourities bene	ficially ow	ned directly	or indirectly				
- terminder: Re	r on a copulate line			senes senes	-		spond to the colle	ction of	SEC 1474		
					inforr	mation con	tained in this form	are not	(9-02)		
							ond unless the for ntly valid OMB co				

number.

 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	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Insti
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units (1)	<u>(1)</u>	02/02/2009	А	41,666	(1)(2)	<u>(1)</u>	Common Stock	41,666	\$ (

er

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
NORVILLE E MITCHELL C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET BOSTON, MA 02199			EVP, COO				
Signatures							
/s/ Kelli A. DiLuglio, Attorney-in-Fact	02	2/04/2009					

**Signature of Reporting Person

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).

Date

Represents units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the

- (1) election of the holder, into a common unit of limited partnership interest in BPLP (Common OP Unit). Each Common OP Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire each Common OP Unit so presented for one share of Common Stock.
- (2) The 41,666 LTIP Units vest in four equal annual installments beginning on January 15, 2010.

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.