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TWARDOCH Form 4	K DAVID A										
May 04, 2009)										
FORM	4 _{UNITED}	STATES	SECU	RITIES	AND EX	CHANGE	E COMMISSION		APPROVAL		
		SINILS		ashington				NomB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5	er STATEN 5. Filed pu		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden ho	Expires:January 31, 2005Estimated average burden hours per response0.5		
obligation may conti <i>See</i> Instru- 1(b).	s Section 170 nue. ction	(a) of the l	Public U	Jtility Ho	lding Co		of 1935 or Section	DD			
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)	3. Date of Earliest Transaction) (Che	ck all applicab	le)			
				(Month/Day/Year) 04/30/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)				
NEWARK, I	(Street) NJ 01702			endment, D onth/Day/Yea	-	al	6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		Person		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	ally Owned		
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforr requi	nation con red to resp ays a curre	spond to the collectained in this form ond unless the for ntly valid OMB co	are not m	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	l			
1. Title of	2. 3. Tr	ansaction D	ate 3A. l	Deemed	4.	5. Num	ber 6. Date Exerc	isable and 7.	Title and Amount		

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and 4)		Secu (Ins
				Code V	(A) (I) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	04/30/2009		А	113.5	(2)	(2)	Common Stock	113.5	\$ 4

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
TWARDOCK DAVID A PRUDENTIAL MORTGAGE CAPITA 100 MULBERRY STREET NEWARK, NJ 01702	L COMPANY	X					
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	05/04/200	9					
**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 rights convert into Common Stock on a 1-for-1 basis.

Acquired as quarterly dividends on April 30, 2009. The rights were granted as a component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of 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 rights 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.

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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