## Edgar Filing: TWARDOCK DAVID A - Form 4

TWARDOCK D Form 4	DAVID A									
May 03, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION					NT	APPROVAL				
		SIAIES		shington				Number:	3235-0287	
Check this box									January 31,	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instructio 1(b).	Filed put	rsuant to S (a) of the l	Section Public U	<b>SECUI</b> 16(a) of th Jtility Hol	RITIES ne Securi ding Cor	ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti 1940	Estimated burden ho response.	urs per	
(Print or Type Resp	onses)									
1. Name and Addre TWARDOCK I		Person <u>*</u>	Symbol	er Name <b>an</b>		Trading	5. Relationship Issuer	of Reporting Pe	rson(s) to	
(Last)	(First) (	Middle)		of Earliest T		-	(Check all applicable)			
PRUDENTIAL CAPITAL COM MULBERRY S	, MORTGAC MPANY, 100	θE		Day/Year)	Tansaction		_X_ Director Officer (giv below)		% Owner her (specify	
NEWARK, NJ	(Street) 01702			endment, D onth/Day/Yea	-	al	6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		Person	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	ransaction Date nth/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Report of	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	d		
1. Title of 2.	3. Tr	ansaction D	ate 3A. I	Deemed	4.	5. Num	ber 6. Date Exer	cisable 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	Transactio	onof 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 o (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and	4)	Seci (Ins
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	04/30/2010		A	63.54	(2)	(2)	Common Stock	63.54	\$ 1

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
		Director	10% Owner	Officer	Other		
TWARDOCK DAVID A PRUDENTIAL MORTGAGE CAPITAL COM 100 MULBERRY STREET NEWARK, NJ 01702	IPANY	X					
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	05/03/201	0					
**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, 2010. 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.

(2)