### Edgar Filing: BACOW LAWRENCE S - Form 4

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Form 4 June 01, 20	11										
FORM	ЛЛ							OMB AP	PROVAL		
	UNITED	STATES SEC	URITIES A Vashington				COMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4	nger to <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31 2005Estimated average burden hours per response0.5		
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 170	rsuant to Section (a) of the Public 30(h) of the	Utility Ho	lding Co	mpar	ny Act of	1935 or Section				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> BACOW LAWRENCE S			2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (		3. Date of Earliest Transaction			(Check	(Check all applicable)				
TUFTS UNIVERSITY, 161 PACKARD AVENUE			(Month/Day/Year) 05/27/2011				X Director Officer (give the below)	Officer (give title Other (specify			
(Street)			Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
MEDFOR	D, MA 02155						Person	ore than One Rej	oorting		
(City)	(State)	(Zip) T	able I - Non-	Derivativ	e Secu	ırities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code ) (Instr. 8)	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		) 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)			
Common Stock, par value \$.01	05/27/2011		Code V M <u>(1)</u>	Amount 2,230	(D) A	Price ( <u>1)</u>	2,664	D			
Common Stock, par value \$.01	05/27/2011		S	2,230	D	\$ 105.578	<sup>434</sup>	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.

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# 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. Transactio Code (Instr. 8)	5. Number orof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(2)</u>	(2)	05/27/2011		M <u>(1)</u>	2,230	(2)	(2)	Common Stock	2,230	\$ 0.

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh		
	Director	10% Owner	Officer	Other
BACOW LAWRENCE S TUFTS UNIVERSITY 161 PACKARD AVENUE MEDFORD, MA 02155	Х			
Signatures				
/s/ Kelli A. DiLuglio, Attorney-in-Fact		06/01/20	)11	
**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).

2,230 of the Reporting Person's units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the sole general partner, were converted into common units of limited partnership interest (Common OP Units) in BPLP by the

 (1) Is the sole general particle, were converted into common units of infined particles input levels (common of ones) in Br Er by the Reporting Person and the Common OP Units were immediately redeemed for an equal number of shares of the Issuer's Common Stock in accordance with BPLP's Partnership Agreement.

Represents units of limited partnership interest in BPLP issued pursuant to the Issuer's equity based incentive programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted,

(2) at the election of the holder, into a Common OP Unit. Each Common OP Unit may be redeemed, at the election of the holder, for cash equal to the 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 redemption for one share of Common Stock.

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.