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BOSTON PROPERTIES INC

Form 4

February 11, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check t if no loa	nger		MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					January 31, 2005			
subject Section Form 4	to STATE ! 16.	MENT O						verage s per			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type	Responses)										
1. Name and Einiger Ca	g Person *	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				ek all applicable)				
C/O POST ROCK ADVISORS, LLC, ONE ROCKEFELLER PLAZA, 28TH FLOOR			(Month/ 02/09/2	Day/Year) 2015		X Director Officer (give t below)	Owner r (specify				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK, NY 10020 — Form filed by More to Person								porting			
(City)	(State)	(Zip)	Tak	ole I - Non-	Derivative Securities Acq	quired, Disposed of,	or Beneficiall	y Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A pur Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			

(Chty)	(State)	Tab	le I - Non-	Derivativo	e Secu	irities Acquir	ed, Disposed of, o	or Beneficially	y 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)		sed of 4 and (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 \$0.01	02/09/2015		C(1)		A	(1)	6,936	D	
Common Stock, par value \$0.01	02/10/2015		S	6,936	D	\$ 140.7134 (2)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of or 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
LTIP Units (3)	<u>(3)</u>	02/09/2015		C(1)		5,653	(3)	(3)	Common Stock	5,653
Common OP Units (4)	<u>(4)</u>	02/09/2015		C <u>(1)</u>	5,653		<u>(4)</u>	<u>(4)</u>	Common Stock	5,653
Common OP Units	<u>(4)</u>	02/09/2015		C(1)		5,653	<u>(4)</u>	<u>(4)</u>	Common Stock	5,653

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 8	Director	10% Owner	Officer	Other		
Einiger Carol B. C/O POST ROCK ADVISORS, LLC ONE ROCKEFELLER PLAZA, 28TH FLOOR	X					
NEW YORK, NY 10020						

Signatures

/s/ Kelli A. DiLuglio, as
Attorney-in-Fact

**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) 5,653 of the Reporting Person's units of limited partnership interest (LTIP Units) 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 Reporting Person and the Common OP Units were immediately redeemed for an equal number of shares of the Issuer's

Reporting Owners 2

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Common Stock in accordance with BPLP's Partnership Agreement.

- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$140.65 to

 (2) \$140.80, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - 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, at the election of the holder, into Common OP Units in BPLP. Each Common OP Unit acquired upon conversion of an LTIP Unit may be
- at the election of the holder, into Common OP Units in BPLP. Each Common OP Unit acquired upon conversion of an 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, acquire each Common OP Unit so presented for one share of Common Stock. LTIP Units have no expiration date.
- Represents Common OP Units in BPLP. Each Common OP Unit may be presented for redemption, 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, acquire each Common OP Unit so presented for redemption for one share of Common Stock. Common OP Units have no expiration date.

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.