Edgar Filing: BOSTON PROPERTIES INC - Form 4

Form 4	ROPERTIES INC	2									
April 02, 20	15										
FORM		CT A TEC	GEOU	DITIES		CHANCE		Т	PPROVAL		
Check th	UNITED	STATES		RITIES A ashington			COMMISSIO	Number:	3235-0287		
if no long	rer.				DENIER		WNERSHIP OF	Expires:	January 31, 2005		
subject to Section 1 Form 4 o	6. SIAIE N	VIENT O	F CHAI	NGES IN SECUI		Estimated burden hor response	average urs per				
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns tinue. Section 17((a) of the	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	•			
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> LUSTIG MATTHEW J			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			BOST	ON PROF	PERTIES	INC [BXF	2] (Ché	eck all applicabl	le)		
(Last)	(First) (A	Middle)		of Earliest T	ransaction		(·····			
	RD FRERES RE	AT	(Month/ 03/31/2	Day/Year)			X_ Director 10% Owner Officer (give title Other (specify				
ESTATE IN	VESTORS, 30 LLER PLAZA	AL	05/31/2	2013			below)	below)			
(Street)			4. If Amendment, Date Original			ıl	6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting							
NEW YOR.	K, NY 10020						Person		1 0		
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D) 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A)or(D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Rer	oort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
					Perso inforn requir	ns who res nation cont red to respo nys a curren	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owner securities)	1			

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	Deri

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Security (Instr. 3)			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 (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2015		А	138.81		(2)	(2)	Common Stock	138.81	\$ 14

Reporting Owners

Reporting Owner Name / Address			Relationships					
		Director	10% Owner	Officer	Other			
LUSTIG MATTHEW J C/O LAZARD FRERES REAL ESTATE IN 30 ROCKEFELLER PLAZA NEW YORK, NY 10020	VESTORS	Х						
Signatures								
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	04/02/2015							
**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 Phantom Stock Units convert to Common Stock on a 1-for-1 basis.

(2) The Phantom Stock Units are awarded under the Boston Properties, Inc. 2012 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units 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, Inc. Board of Directors.

(3) Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. 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.