#### RITCHEY RAYMOND A

Form 4

February 20, 2019

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

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**OMB APPROVAL** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RITCHEY RAYMOND A

(First)

2. Issuer Name and Ticker or Trading Symbol

**BOSTON PROPERTIES INC [BXP]** 

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O BOSTON PROPERTIES, INC., 2200 PENNSYLVANIA

AVENUE, NW

(City)

1. Title of

Security

(Instr. 3)

(Last)

(Month/Day/Year) 02/15/2019

Director 10% Owner X\_ Officer (give title Other (specify below)

below) Senior EVP

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(I)

(Instr. 4)

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

WASHINGTON, DC 20037

(State) (Zip) 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(Month/Day/Year)

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported

Transaction(s) (Instr. 3 and 4)

Owned

Code V Amount (D) Price

(A)

or

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

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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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr Underlying Securities

1

### Edgar Filing: RITCHEY RAYMOND A - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired ( or Disposed (D) (Instr. 3, 4, and 5)	A) d of	(Month/Day/Year)		(Instr. 3 and 4)		Secu (Instr
				Code V	7 (A)	(D) Date Exerci		xpiration Pate	Title	Amount or Number of Shares	
LTIP Units (1)	(2)	02/15/2019		A	16,484	(2	)(3)	(2)	Common Stock, par value \$0.01	16,484	\$ (

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RITCHEY RAYMOND A C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037

Senior EVP

## **Signatures**

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

02/20/2019

\*\*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).
- Represents units of limited partnership interest in Boston Properties Limited Partnership ("BPLP"), of which the Issuer is the general partner, earned (i.e., for which the performance-based hurdles have been met) pursuant to the Issuer's 2016 Multi-Year Long-Term Incentive Program (the "Program").
  - 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 a common unit of limited partnership interest in BPLP ("Common OP Unit"). Each Common
- (2) 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.
- (3) The 16,484 LTIP Units earned pursuant to the Program vesting 50% upon being earned and 50% will vest on February 9, 2020.

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.

Reporting Owners 2