

BOSTON PROPERTIES INC
 Form 4
 December 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Address of Reporting Person *
LINDE DOUGLAS T

2. Issuer Name and Ticker or Trading Symbol
BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & CFO

C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

BOSTON, MA 02199

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$.01 | 11/29/2006 | | M | | 10,000 A \$ 39.33 | 45,121.7471 | D |
| Common Stock, par value \$.01 | 11/29/2006 | | S | | 200 D \$ 115.36 | 44,921.7471 | D |
| Common Stock, par value \$.01 | 11/29/2006 | | S | | 800 D \$ 115.35 | 44,121.7471 | D |
| Common Stock, par value \$.01 | 11/29/2006 | | S | | 200 D \$ | 43,921.7471 | D |

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| | | | | | | | | |
|-------------------------------|------------|---|-------|---|-----------|-------------|---|-------------------|
| Stock, par value \$.01 | | | | | 115.31 | | | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 800 | D | \$ 115.3 | 43,121.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 200 | D | \$ 115.24 | 42,921.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 300 | D | \$ 115.23 | 42,621.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 1,500 | D | \$ 115.22 | 41,121.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 400 | D | \$ 115.1 | 40,721.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 300 | D | \$ 115.05 | 40,421.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 700 | D | \$ 115.03 | 39,721.7471 | D | |
| Common Stock, par value \$.01 | 11/29/2006 | S | 4,600 | D | \$ 115 | 35,121.7471 | D | |
| Common Stock, par value \$.01 | | | | | | 700 | I | By Spouse |
| Common Stock, par value \$.01 | | | | | | 700 | I | By Family Trust |
| Common Stock, par value \$.01 | | | | | | 2,100 | I | By Family Members |

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)

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| 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. Transaction Code | 5. Number of 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 |
| Employee Stock Option (right to buy) | \$ 39.33 | 11/29/2006 | | M | 10,000 | <u>(1)</u> 01/18/2011 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| LINDE DOUGLAS T C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199 | | | EVP & CFO | |

Signatures

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

11/30/2006

__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 option vested in three equal annual installments beginning on January 18, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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