FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Machinaton	$D \subset$	20540	
Washington,	D.C.	20549	

ington, D.C. 20549	OMB APPROVAL

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Check this box if no longer subject to
Section 16. 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* PATRICOF ALAN J				2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]							elationship of eck all applications	•	erson(s) to Iss			
(Last) (First) (Middle) APAX PARTNERS, INC.					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2005								(give title	Other (below)	specify	
445 PARK AVENUE (Street) NEW YORK NY 10022				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(SI		(Zip)	_								Persor		an one repe	ag	
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da			ransactior e enth/Day/Y	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transactic Code (Inst 8)	4. Securi Disposed 5)	urities Acquired (A) sed Of (D) (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership rm: Direct or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
(e.g., pt 1. Title of 2. 3. Transaction 3A. Deemed 4 Derivative Conversion Date Execution Date, T						uts, calls, warrants 5. Number of Operivative		uired, Disposed of, or Benefic c, options, convertible securitie 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Am of Securities Underlying Derivative Seci		d Amount	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership		
(Derivative Security		(Acquired (Instr. 3 and Disposed of (D) (Instr. 3, 4 and 5)					(Owned Following Reported Transaction(s (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom Stock Units	(1)	12/31/2005		A		317.01		(2)	(2)	Common Stock	317.01	\$0	12,894.48	D		

Explanation of Responses:

- 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. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Remarks:

/s/ Kelli A. DiLuglio, as 01/03/2006 Attorney-in-Fact

** Signature of Reporting Person

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

- * 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).

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

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 Number.