FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549	
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STATEMENT OF CHANGES IN E	BENEFICIAL OWNERSHIP
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OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per respor	nse: 0.5								

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

LABEI (Last)	LE MIC		(Middle)		2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]  3. Date of Earliest Transaction (Month/Day/Year) 02/13/2023								k all applic Directo	cable) or (give title		10% Ov Other (s below)	vner	
800 BOY (Street) BOSTON (City)		·								Line) X	X Form filed by One Reporting Person Form filed by More than One Reporting Person							
1. Title of Security (Instr. 3) 2. Tr			ansaction	2A. Deemed Execution Date,		3. Transact	ion str.	4. Securities Acquired (A Disposed Of (D) (Instr. 3,		red (A) str. 3,	5. Amou 4 and Securitie Benefici		int of es Forn (D) of (I) (Ir d) tion(s)		n: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership Instr. 4)		
	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	Code (				6. Date Exercisa Expiration Date (Month/Day/Yea		Amount of Securities Underlying		nt of ities lying itive Security		Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable		piration te	Am or Nur of Title Sha		ber					
LTIP Units <sup>(1)</sup>	(2)	02/13/2023		A		3,596		(2)(3)		(2)	Common Stock, par value \$0.01	3,5	96	\$0.25	185,70	7	D	

## **Explanation of Responses:**

- 1. 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 2020 Multi-Year Long-Term Incentive Program (the "Program").
- 2. 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 BPLP or the holder, into a common unit of limited partnership interest in BPLP ("Common OP Unit"). 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 the Issuer's common stock. LTIP Units have no expiration date.
- 3. The 3,596 LTIP Units earned pursuant to the Program vested 50% upon being earned and 50% will vest on February 3, 2024.

## Remarks:

/s/ Kelli A. DiLuglio, as Attorney-in-Fact 02/15/2023

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.