

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>2200 PENNSYLVANIA AVE, NW</u> (Street) <u>WASHINGTON DC</u> <u>20037</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior EVP of GP
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 (A) or Disposed Of (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common OP Units ⁽¹⁾	12/10/2015		G ⁽²⁾	V	31,265	D	(1)	0 ⁽³⁾	I	by RAR Ritchey, LLC
Common OP Units ⁽¹⁾	12/10/2015		G ⁽²⁾	V	31,265	A	(1)	31,265	I	by The Raymond A. Ritchey 2008 Family Trust
Common OP Units								169,305 ⁽³⁾	D	
Common OP Units								35,600	I	By RAR/BP LLC

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)	4. Transaction Code (Instr. 8)		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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LTIP Units ⁽⁴⁾	(4)	02/08/2016		A		12,895		(4)(5)	(4)	Common OP Units	12,895	\$0.25	122,037	D	

Explanation of Responses:

- Represents common units of limited partnership interest (Common OP Units) in the Issuer. Each Common OP 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 Common Stock of Boston Properties, Inc. (BPI), the Issuer's sole general partner, except that BPI may, at its election, acquire each Common OP Unit so presented for redemption for one share of Common Stock of BPI.
- RAR Ritchey, LLC, which is owned by a grantor retained annuity trust of which the Reporting Person is the sole trustee and beneficiary, transferred these Common OP Units to The Raymond A. Ritchey 2008 Family Trust. The Reporting Person disclaims beneficial ownership in the Common OP Units held by The Raymond A. Ritchey 2008 Family Trust except to the extent of his pecuniary interest therein.
- Reflects the distribution of 14,228 Common OP Units previously owned by RAR Ritchey, LLC to the Reporting Person as part of an annuity payment on December 10, 2015.
- Issued as long term incentive compensation pursuant to BPI's, the Issuer's general partner, equity based incentive programs. 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 OP Unit. Each Common OP Unit acquired upon conversion of an LTIP Unit may be redeemed, at the election of the holder, for cash equal to the then fair market value of a share of common stock of BPI except that BPI may, at its election, acquire each Common OP Unit so presented for redemption for one share of common stock of BPI. LTIP Units have no expiration date.
- The 12,895 LTIP Units were fully vested upon issuance as a result of the Reporting Person's attainment of age 65.

Remarks:

/s/ Kelli A. DiLuglio, Attorney-in-Fact 02/09/2016

** Signature of Reporting Person Date

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.