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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2009

BOSTON PROPERTIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-13087
(Commission File Number)

04-2473675
(IRS Employer
Identification No.)

800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103
(Address of Principal Executive Offices) (Zip Code)

(617) 236-3300
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

OP Unit Redemption Registration

On May 12, 2009, Boston Properties, Inc. (the "Company") filed with the Securities and Exchange Commission a prospectus supplement dated May 12, 2009 (the "Prospectus Supplement") to its prospectus dated November 12, 2008, which was included in its automatic shelf registration statement on Form S-3 (No. 333-155309) (the "Registration Statement"). The Prospectus Supplement relates to the 150,000 shares of the Company's common stock that may be issued from time to time if, and to the extent that, a holder of an equal number of common units of limited partnership interest (the "OP Units") in Boston Properties Limited Partnership, the Company's operating partnership, issued on May 12, 2008, presents such OP Units for redemption, and the Company exercises its right to issue shares of its common stock instead of paying a cash amount.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed with this report:

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
+5.1	Opinion of Goodwin Procter LLP as to the legality of the securities being registered.
+23.1	Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference).
+	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON PROPERTIES, INC.

Date: May 12, 2009

By: /s/ Douglas T. Linde

Name: Douglas T. Linde

Title: President

EXHIBIT INDEX

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[Letterhead of Goodwin Procter LLP]

May 12, 2009

Boston Properties, Inc.
The Prudential Center
800 Boylston Street, Suite 1900
Boston, MA 02199-8103

Re: Securities Being Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion letter is furnished to you in our capacity as counsel for Boston Properties, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (as amended or supplemented, the "Registration Statement") filed by the Company with the United States Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and the prospectus supplement, dated May 12, 2009 (the "Prospectus Supplement"), filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act relating to the offering of 150,000 shares (the "Shares") of common stock, par value \$0.01 per share. The Shares may be issued from time to time by the Company to the extent that the holder of 150,000 common units of limited partnership interest (the "OP Units") in Boston Properties Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), in accordance with the terms of the Second Amended and Restated Agreement of Limited Partnership of Boston Properties Limited Partnership, dated as of June 29, 1998, as amended (the "Partnership Agreement"), tenders the OP Units to the Operating Partnership for redemption and the Company exercises its contractual right to acquire such tendered OP Units in exchange for the Shares.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the Delaware General Corporation Law and the Delaware Constitution).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that, when and to the extent issued in exchange for the OP Units as provided in the Partnership Agreement, the Shares will be validly issued, fully paid and non-assessable.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm therein. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP