FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	. OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-0287									
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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)

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* <u>Einiger Carol B.</u>				2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]						(Ch	Relationship of eck all applications	able)	Person(s) to Iss		
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2010							Officer below)	(give title	Other (sbelow)	specify
630 FIFTH AVENUE				4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable				
(Street)	ORK N	Y	10111								Line	X Form fi	led by More t	eporting Perso han One Repo	
(City)	(St	tate)	(Zip)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date			. Transacti Pate Month/Day	Execution Date,		Code (Instr. 5)			Beneficia Owned F	es Forn ally (D) o Following (I) (Ir	orm: Direct D) or Indirect) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)		(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)	Conversion Date Exercise (Month/Day/Year) if a		3A. Deemed Execution Dat if any (Month/Day/Ye	Cod	saction e (Instr.	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)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	12/31/2010		A		214.87		(2)	(2)	Common Stock	214.87	\$86.1	8,091.12 ⁽³⁾) 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 Second Amendment and Restatement of 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 cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties, Inc. Board of Directors.
- 3. Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. Common Stock.

Remarks:

/s/ Kelli A. DiLuglio, as 01/03/2011 Attorney-in-Fact

** 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.