## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, [	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPRO	DVAL
OMB Number:	3235-0287
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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

Name and Address of Reporting Person*  LINDER DOLLOW AS THE PROPERTY OF T					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES LTD										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
LINDE DOUGLAS T PARTNERSHIP [ N/A ]								X Direc	tor	10% Owner		wner								
(Last)	(Fi	rst) (	Middle)					_ [ - "	- ,						X Office below	er (give title		Other ( below)	specify	
C/O BOSTON PROPERTIES, INC.					3. Date of Earliest Transaction (Month/Day/Year)								President of GP							
800 BOYLSTON STREET					02/14/2017															
						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. 1	6. Individual or Joint/Group Filing (Check Applicable						
(Street)											•	,		- 1	Line)					
BOSTON	N M	Α (	02199													•		•		
-															Form filed by More than One Reporting Person					
(City)	(St	tate) (	Zip)																	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execution Date,			′ co	Transaction Dispose Code (Instr. 5)		Dispose	rities Acquired (A) ed Of (D) (Instr. 3, 4			Benefi Owned	ies For ially (D) Following (I) (		vnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
							Со	le V		Amount	ount (A) or (D)		Price	Transa	Reported Fransaction(s) Instr. 3 and 4)			(Instr. 4)		
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
			(e.	.g., pu	ts, ca	lls, wa	rrants	s, opt	ons,	, cc	onverti	ble sec	curi	ties)						
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)	Co	ansactic	n of		Expira	6. Date Exercisable and Expiration Date (Month/Day/Year)			d 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Own Forn Dire or In (I) (II	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Co	de V	(A)	(D)	Date Exerci	sable	Ex Da	piration ate	Title	or Nu of	umber						
LTIP Units <sup>(1)</sup>	(2)	02/14/2017			A	6,52	3	(2)(	3)		(2)	Common OP Units		5,528	\$0.25	139,32	5	D		

## **Explanation of Responses:**

- 1. Represents units of limited partnership interest in the Issuer earned (i.e., for which the performance-based hurdles have been met) pursuant to Boston Properties, Inc.'s ("BPI's"), the Issuer's sole general partner's, 2014 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 the holder, into a common unit of limited partnership interest in the Issuer ("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 Common Stock of BPI, except that BPI may, at its election, acquire each Common OP Unit so presented for one share of BPI's Common Stock. LTIP Units have no
- 3. The 6,528 LTIP Units earned pursuant to the Program vested 50% upon being earned and 50% will vest on February 3, 2018.

## Remarks:

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

02/16/2017

\*\* 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.