

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>BURT FRANK D</u>  (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>800 BOYLSTON STREET</u>  (Street) <u>BOSTON MA 02199</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>BOSTON PROPERTIES LTD PARTNERSHIP [ N/A ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President of GP</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/02/2018</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			

**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)
						Date Exercisable	Expiration Date					
LTIP Units <sup>(1)</sup>	(1)	02/02/2018		A	2,094	(1)(2)	(1)	Common OP Units 2,094	\$0.25	7,673	D	
LTIP Units <sup>(3)</sup>	(3)	02/06/2018		A	94	(3)(4)	(3)	Common OP Units 94	\$0.25	7,767	D	
LTIP Units <sup>(1)</sup>	(1)	02/06/2018		A	97	(1)(5)	(1)	Common OP Units 97	\$0.25	7,864	D	
LTIP Units <sup>(1)</sup>	(1)	02/06/2018		A	433	(1)(6)	(1)	Common OP Units 433	\$0.25	8,297	D	

**Explanation of Responses:**

- Issued as long term incentive compensation pursuant to Boston Properties, Inc.'s ("BPI"), 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 unit of limited partnership interest in the Issuer ("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 2,094 LTIP Units vest in four equal annual installments beginning on January 15, 2019.
- Represents LTIP Units earned (i.e., for which the performance-based hurdles have been met) pursuant to BPI's 2015 Multi-Year Long-Term Incentive Program (the "Program"). 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 94 LTIP Units earned pursuant to the Program vested 50% upon being earned and 50% will vest on February 4, 2019.
- The 97 LTIP Units vest in four equal annual installments beginning on January 15, 2019.
- The 433 LTIP Units vest 100% on January 15, 2022.

**Remarks:**

/s/ Kelli A. DiLuglio, as 02/06/2018  
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.