## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	<b>OF CHANGES</b>	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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*  TWARDOCK DAVID A					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]									k all appli	all applicable) Director		Person(s) to Issuer 10% Owner		
	N PROPER	TIES, INC.	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 07/29/2016									Officer below)	er (give title /)		Other (s	specify
800 BOYLSTON STREET				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)	N M	A (	02199											X		filed by Mor		orting Person One Repo	
(City)	(Si	tate) (	(Zip)																
		Tab	le I - Non	-Deriva	ative	Sec	curitie	s Ac	quired,	Dis	posed (	of, or Be	enefic	cially	Owned	d .			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D			Execution Date,		Code (I	Transaction Disposed Of (D) (Instr. 3, 4			4 and Securiti		es ally Following	Form (D) o		7. Nature of Indirect Beneficial Ownership (Instr. 4)					
									Code	v	Amount	(A) (D)	or Pr	ice	Transac (Instr. 3	tion(s)			(111511.4)
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)  2. Conversion Date (Month/Day/Year) Price of Derivative Security  3. Transaction Date Execution I if any (Month/Day			Date, Transaction Code (Instr			n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		S	. Price of perivative security nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amou or Numl of Share	ber					
Dividend Equivalent Rights	(1)	07/29/2016			A		90.01		(2)		(2)	Common Stock	90.0	01	\$142.13	19,770.7	'1	D	

## **Explanation of Responses:**

- 1. The rights convert into Common Stock on a 1-for-1 basis.
- 2. Acquired as quarterly dividends on July 29, 2016. The rights were granted as a component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan or, following May 15, 2012, under the Boston Properties, Inc. 2012 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The rights 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 Board of Directors.

## Remarks:

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

08/01/2016

\*\* 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.