FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	ROVAL				
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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

(Last) 2200 PEI SUITE 2 (Street)	2200 PENNSYLVANIA AVENUE NW SUITE 200W					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES LTD PARTNERSHIP [N/A] 3. Date of Earliest Transaction (Month/Day/Year) 08/09/2024 4. If Amendment, Date of Original Filed (Month/Day/Year)										5. Relationship of Reporting Person(s) to Issuer Check all applicable) Director 10% Owner Officer (give title Other (specify below) Executive Vice President of GP 6. Individual or Joint/Group Filing (Check Applicable ine) Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)					Ru	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.															
		Tak	le I - Nor	n-Deriv	vative	Sec	uriti	ies Ad	cqui	ired, [Disp	osed o	of, or	r Ben	eficial	ly Owned	t				
1. Title of Security (Instr. 3) 2. Transar Date (Month/Da					Execution Dat			Code (Instr.						Benefici Owned F	es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership			
									Γ	Code	v	Amount		(A) or (D)	Price	Reporter Transact (Instr. 3	tion(s)			(Instr. 4)	
Common OP Units ⁽¹⁾ 08/0				08/0	9/202	9/2024				C ⁽²⁾		4,78	_	A (1)(2)		<u> </u>	4,785		D		
Common OP Units ⁽¹⁾			08/0	08/09/2024				\dashv	C ⁽²⁾		4,78	5	D	(1)(2)		0		D			
	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. Deeme Execution I if any (Month/Day	Date,	4. Transa Code (8)		ı of		Exp	Date Exe piration onth/Day	Date				4)	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Own Forn Dire- or In (I) (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exe	te ercisable		cpiration ate	Title	1	or Number of Shares						
LTIP Units ⁽³⁾	(3)	08/09/2024			C ⁽²⁾			4,785		(3)		(3)	Com OP U		4,785	\$0.25	39,650	6	D		

Explanation of Responses:

- 1. Represents common units of limited partnership interest in the Issuer ("Common OP Units"). Each Common OP 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 BXP, Inc. ("BXP"), the Issuer's sole general partner, except that BXP may, at its election, acquire each Common OP Unit so presented for redemption for one share of common stock of BXP.
- 2. 4,785 of the reporting person's units of limited partnership interest ("LTIP Units") in the Issuer were converted into Common OP Units in the Issuer by the reporting person and the Common OP Units were redeemed for an equal number of shares of common stock of BXP, in accordance with the terms of the Issuer's Partnership Agreement.
- 3. Represents LTIP Units in the Issuer issued as long term incentive compensation pursuant to BXP's 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 Issuer or 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 BXP except that BXP may, at its election, acquire each Common OP Unit so presented for redemption for one share of common stock of BXP. LTIP Units have no expiration date.

Remarks:

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

08/09/2024

** 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.