

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BOSTON PROPERTIES LIMITED PARTNERSHIP  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**04-3372948**  
(I.R.S. Employer Identification No.)

**The Prudential Center  
800 Boylston Street, Suite 1900  
Boston, Massachusetts 02199-8103  
(Address of Principal Executive Offices) (Zip Code)**

**Second Amendment and Restatement of the Boston Properties, Inc.  
1997 Stock Option and Incentive Plan  
(Full Title of Plan)**

**Mortimer B. Zuckerman, Chairman  
Edward H. Linde, Chief Executive Officer  
Boston Properties, Inc.  
The Prudential Center  
800 Boylston Street, Suite 1900  
Boston, Massachusetts 02199-8103  
(Name and Address of Agent For Service)**

**(617) 236-3300  
(Telephone Number, Including Area Code, of Agent for Service)**

*With a copy to:*

**Gilbert G. Menna, P.C.  
Ettore A. Santucci, P.C.  
Goodwin Procter LLP  
Exchange Place  
Boston, Massachusetts 02109  
(617) 570-1000**

**Eric G. Kevorkian, Esq.  
Vice President, Corporate Counsel  
Boston Properties, Inc.  
The Prudential Center  
800 Boylston Street, Suite 1900  
Boston, Massachusetts 02199-8103  
(617) 236-3300**

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
LTIP Units	2,500,000	\$85.07	\$212,675,000	\$8,358.13
Common Units	(3)	—	—	(4)

(1) Plus such additional number of units as may be required in the event of a stock dividend, reverse stock split, split-up, recapitalization or other similar event.

(2) This estimate is made pursuant to Rule 457(c) and 457(h)(1) under the Securities Act, solely for the purpose of determining the registration fee. The price per share and aggregate offering price are based on the average of the high and low prices of the common stock of Boston Properties, Inc., par value \$.01 per share, as reported on the New York Stock Exchange on January 22, 2008. Boston Properties Limited Partnership is the operating partnership of Boston Properties, Inc. and the fair market value of the common units of Boston Properties Limited Partnership tracks the market value of the common stock of Boston Properties, Inc.

(3) Includes 2,500,000 common units issuable upon conversion of the long term incentive units.

(4) Pursuant to Rule 457(i) of the Securities Act, there is no additional filing fee required with respect to the common units issuable upon conversion of the long term incentive units as no additional consideration will be received in connection with the exercise of the conversion privilege.

This Registration Statement on Form S-8 is being filed by Boston Properties Limited Partnership (the "Partnership") for the purpose of registering an additional 2,500,000 LTIP Units of the Partnership to be issued pursuant to the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan (the "Plan"). The contents of the Partnership's Registration Statement on Form S-8 (Registration No. 333-112109) relating to the Plan are incorporated by reference into this Registration Statement in accordance with General Instruction E to Form S-8.

#### **Item 5. Interests of Named Experts and Counsel.**

The validity of the securities the Partnership is offering is being passed upon by Goodwin Procter LLP, Boston, Massachusetts. In the ordinary course of business, Goodwin Procter LLP leases office space at some of the Partnership's properties. Individual partners of Goodwin Procter LLP may beneficially own securities of Boston Properties, Inc. and the Partnership for their personal accounts.

#### **Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	— Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of June 29, 1998 (incorporated herein by reference to Boston Properties, Inc.'s Current Report on Form 8-K filed on July 15, 1998).
4.2	— Forty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of April 11, 2003 (incorporated herein by reference to Exhibit 10.1 of the Partnership's Form 10-Q filed on August 14, 2003).
4.3	— Seventy-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of January 24, 2008 (incorporated herein by reference to Exhibit 10.3 of Boston Properties, Inc.'s Current Report on Form 8-K filed on January 24, 2008).
*5.1	— Opinion of Goodwin Procter LLP
*23.1	— Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
*23.2	— Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	— Power of Attorney (included as part of the signature page of this Registration Statement)

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement (the "Registration Statement") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, the Commonwealth of Massachusetts, on this 29th day of January, 2008.

**BOSTON PROPERTIES LIMITED PARTNERSHIP**

By: Boston Properties, Inc., its general partner

By: /s/ Michael E. LaBelle

**Michael E. LaBelle**

**Senior Vice President, Chief Financial Officer &  
Treasurer**

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Mortimer B. Zuckerman, Edward H. Linde and Michael E. LaBelle as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement (or any Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. Each person listed below has signed this Registration Statement as an officer or director of Boston Properties, Inc. in its capacity as the sole general partner of Boston Properties Limited Partnership.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ MORTIMER B. ZUCKERMAN</u> Mortimer B. Zuckerman	Chairman of the Board of Directors	January 29, 2008
<u>/S/ EDWARD H. LINDE</u> Edward H. Linde	Chief Executive Officer, Director (Principal Executive Officer)	January 29, 2008
<u>/S/ MICHAEL E. LABELLE</u> Michael E. LaBelle	Senior Vice President, Chief Financial Officer & Treasurer (Principal Financial Officer)	January 29, 2008
<u>/S/ ARTHUR S. FLASHMAN</u> Arthur S. Flashman	Vice President, Controller (Principal Accounting Officer)	January 29, 2008
<u>/S/ LAWRENCE S. BACOW</u> Lawrence S. Bacow	Director	January 29, 2008
<u>/S/ ZOË BAIRD</u> Zoë Baird	Director	January 29, 2008
<u>/S/ CAROL B. EINIGER</u> Carol B. Einiger	Director	January 29, 2008
<u>/S/ ALAN J. PATRICOF</u> Alan J. Patricof	Director	January 29, 2008
<u>/S/ RICHARD E. SALOMON</u> Richard E. Salomon	Director	January 29, 2008
<u>/S/ MARTIN TURCHIN</u> Martin Turchin	Director	January 29, 2008
<u>/S/ DAVID A. TWARDOCK</u> David A. Twardock	Director	January 29, 2008

## EXHIBIT INDEX

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\* Filed herewith.

[Goodwin Procter LLP Letterhead]

January 29, 2008

Boston Properties Limited Partnership  
The Prudential Center  
800 Boylston Street, Suite 1900  
Boston, Massachusetts 02199-8103

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,500,000 long term incentive units of limited partnership interest, convertible into up to an equal number of common units of limited partnership interest (collectively, the "Units"), of Boston Properties Limited Partnership, a Delaware limited partnership (the "Partnership"), which may be issued pursuant to the Second Amendment and Restatement of Boston Properties, Inc.'s 1997 Stock Option and Incentive Plan, as amended, restated and supplemented (the "1997 Plan") and Second Amended and Restated Agreement of Limited Partnership of the Partnership, as amended, restated and supplemented (the "Partnership Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below and on certificates of officers of Boston Properties, Inc., the general partner of the Partnership.

The opinion expressed below is limited to the Delaware Revised Uniform Limited Partnership Act (the "Delaware Statute") (which include applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the Delaware Statute and the Delaware Constitution).

For purposes of this opinion, we have assumed (i) that the Partnership Agreement is in full force and effect and has not been amended as of the date hereof subsequently to the Seventy-Seventh Amendment to the Partnership Agreement dated as of January 24, 2008, (ii) that the books and records of the Partnership will set forth all information required by the Partnership Agreement and the Delaware Statute, including information with respect to each holder of Units (each a "Unit Holder" and, collectively, the "Unit Holders"), (iii) the payment by each Unit Holder of the consideration for Units issued to such Unit Holder, (iv) that the board of directors, or a duly authorized committee thereof, of Boston Properties, Inc., in its capacity as the general partner of the Partnership, has duly adopted resolutions authorizing the issuance of any Units to be issued by the Partnership, (v) that the Units are issued in accordance with the Partnership

Agreement and the Plan, and (vi) that the Unit Holders will fulfill all of their obligations set forth in the Partnership Agreement.

Based on the foregoing, we are of the opinion that the Units will be duly authorized and will be validly issued partnership interests of the Partnership. We note, however, that Unit Holders may be obligated to repay any funds wrongfully distributed to them by the Partnership.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2007, except for Notes 20 and 23 as to which the date is July 25, 2007, relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Boston Properties Limited Partnership's Current Report on Form 8-K dated July 25, 2007.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Boston, Massachusetts  
January 29, 2008