

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>505 9TH STREET, NW</u> (Street) <u>WASHINGTON DC 20004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President of GP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common OP Units	06/06/2008		M ⁽¹⁾		14,336	A	\$0	250,570	D	
Common OP Unit								14,336	I ⁽²⁾	By LLC
Common OP Units								35,244	I	By LLC
Common OP Units								356	I	By Spouse

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LTIP Units	(3)	06/06/2008		M ⁽¹⁾			14,336	(4)	(3)	Common Stock	14,336	\$0.25	76,769	D	

Explanation of Responses:

- The LTIP Units were converted into Common OP Units by the Reporting Person.
- On June 6, 2008, the Reporting Person contributed 14,336 Common OP Units to the Ritchey, LLC, of which the Reporting Person is the sole manager and which is owned by a grantor retained annuity trust of which the Reporting Person is the sole trustee and beneficiary.
- Issued as long term incentive compensation pursuant to Boston Properties, Inc.'s, the Issuer's general partner, equity based compensatory 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 OP Unit.
- 15,990 LTIP Units (9,594 of which were converted) vest over five years, 0% vested in the first two years, 25% vested on February 1, 2007, 35% vested on February 1, 2008, and 40% vesting on February 1, 2009. 18,969 LTIP Units (4,742 of which were converted) vest over five years, 0% vested in the first two years, 25% vested on February 1, 2008, 35% vesting on February 1, 2009, and 40% vesting on February 1, 2010. 13,594 LTIP Units vest over five years, 0% vested in the first two years, 25% vesting on January 15, 2009, 35% vesting on January 15, 2010, and 40% vesting on January 15, 2011. 14,974 LTIP Units vest in four equal annual installments beginning January 15, 2008. 27,578 vest in four equal annual installments beginning January 15, 2009.

Remarks:

/s/ Kelli A. DiLuglio, Attorney-in-Fact 06/10/2008

** 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.