$\square$ 

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to
U, C	zneck this box if no longer subject to
5	Section 16. Form 4 or Form 5
C	bligations may continue. See
	nstruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR	OVAL
OMB Number:	3235-0287
Estimated average bu	rden
hours per response:	0.5

1. Name and Address of Reporting Person <sup>*</sup> TURCHIN MARTIN			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]		ationship of Reporting P k all applicable) Director	erson(s) to Issuer 10% Owner
(Last) (First) (Middle) CB RICHARD ELLIS 200 PARK AVENUE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2007		Officer (give title below)	Other (specify below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	ividual or Joint/Group Filing (Check Applicable	
(Street) NEW YORK	NY	10166		X	Form filed by One Re Form filed by More th Person	
(City)	(State)	(Zip)				

### 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 Dat if any (Month/Day/Year)		3. Transa Code ( 8)	ction				Securities Beneficially	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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 or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			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	Amount or Number of Shares				
LTIP Units	(1)	05/22/2007		A		585		(1)(2)	(1)	Common Stock	585	\$0.25	2,421	D	

#### **Explanation of Responses:**

1. Represents units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incetive compensation pursant to the Issuer's 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 unit of limited partnership interest in BPLP (Common Unit). Each Common 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 the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire a Common Unit presented for redemption for one share of Common Stock.

2. LTIP Units vest in two equal annual installments on each of the first and second anniversary of the date of grant.

### **Remarks:**

<u>/s/ Kelli A. DiLuglio, as</u>

Attorney-in-Fact

05/24/2007

\*\* 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.

03/24

OMB APPROVAI