

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* LANDIS ALAN B (Last) (First) (Middle) C/O THE LANDIS GROUP 745 FIFTH AVENUE (Street) NEW YORK NY 10151 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES LTD PARTNERSHIP [N/A]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	08/12/2003		C ⁽¹⁾		247,966	A	\$0	247,966	D	
Common OP Units	08/12/2003		C ⁽¹⁾		247,966	A	\$0	247,966	I ⁽²⁾	By spouse
Common OP Units	08/12/2003		C ⁽¹⁾		936,510	A	\$0	936,510	I	By trusts
Common OP Units	08/12/2003		C ⁽¹⁾		106,571	A	\$0	106,571	I	By general partnership
Common OP Units	08/12/2003		C ⁽¹⁾		12,242	A	\$0	12,242	I	By corporations

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	Amount or Number of Shares				
LTIP Units	(3)	05/14/2003		A		426		(3)(4)	(3)	Common OP Units	426	\$0.25	426	D	
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾		278,962		(5)	(5)	Common OP Units	247,966	\$34	0	D	
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾		278,962		(5)	(5)	Common OP Units	247,966	\$34	0	I ⁽²⁾	By spouse
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾		1,053,575		(5)	(5)	Common OP Units	936,510	\$34	0	I	By trusts
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾		119,893		(5)	(5)	Common OP Units	106,571	\$34	0	I	By general partnership
Series One Preferred Units (liquidation preference \$34.00)	\$38.25	08/12/2003		C ⁽¹⁾		13,776		(5)	(5)	Common OP Units	12,242	\$34	0	I	By corporations

Explanation of Responses:

1. The Series One Preferred Units were redeemed by the Issuer and converted into Common OP Units.

2. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

3. 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.

4. LTIP Units vest in two equal annual installments beginning on the first anniversary of the date of grant.

5. Each Series One Preferred Unit was convertible (i) at the election of the holder at any time and (ii) at the election of the Issuer on or after June 30, 2003, into approximately 0.88889 of a Common OP Unit.

Remarks:

Kelli A. DiLuglio, as Attorney-
in-Fact

09/03/2003

** 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.

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