SEC Form 3

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* LUSTIG MATTHEW J (Last)　　(First)　　(Middle) C/O LAZARD 30 ROCKEFELLER PLAZA (Street) NEW YORK　NY (City)　　(State)　　(Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/20/2011	3. Issuer Name **and** Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
X　Director　　　　　10% Owner 　　Officer (give title　　Other (specify 　　below)　　　　　below)	6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　　Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

No securities are beneficially owned.

Kelli A. DiLuglio, as Attorney-in-Fact　　　01/26/2011

** 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 5 (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.

LIMITED POWER OF ATTORNEY
FOR
SECTION 16(a) FILINGS

        Know all by these presents, that the undersigned hereby constitutes
and appoints each of Douglas T. Linde, Eric G. Kevorkian, Kelli A. DiLuglio
and Arthur S. Flashman, or each of them singly, to be the undersigned's true
and lawful attorney-in-fact to:

        (1) prepare, execute in the undersigned's name and on the undersigned's
behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC")
a Form ID, including amendments thereto, and any other documents necessary or
appropriate to obtain codes and passwords enabling the undersigned to make
electronic filings with the SEC of reports required by Section 16(a) of the
Securities Exchange Act of 1934 or any rule or regulation of the SEC;

        (2) execute for and on behalf of the undersigned, in the undersigned's
capacity as an officer, director and/or stockholder of Boston Properties, Inc.
and Boston Properties Limited Partnership (together, the "Company"), Forms 3,
4, and 5 and amendments thereto in accordance with Section 16(a) of the
Securities Exchange Act of 1934 and the rules thereunder;

        (3) do and perform any and all acts for and on behalf of the
undersigned which may be necessary or desirable to complete and execute
any such Form 3, 4, or 5 and any amendments thereto and timely file such
forms with the United States Securities and Exchange Commission (the "SEC")
and any stock exchange or similar authority, including, but not limited to,
taking any actions necessary or desirable in connection with effectuating
electronic filings; and

        (4) take any other action of any type whatsoever which, in the opinion
of such attorney-in-fact, may be necessary or desirable in connection with the
foregoing authority, it being understood that the documents executed by such
attorney-in-fact on behalf of the undersigned pursuant to this Power of
Attorney shall be in such form and shall contain such terms and conditions
as such attorney-in-fact may approve in such attorney-in-fact's discretion.

        The undersigned hereby grants to each such attorney-in-fact full power
and authority to do and perform any and every act and thing whatsoever
requisite, necessary, or proper to be done in the exercise of any of the rights
and powers herein granted, as fully to all intents and purposes as the
undersigned might or could do if personally present, with full power of
substitution or revocation, hereby ratifying and confirming all that such
attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall
lawfully do or cause to be done by virtue of this Power of Attorney and the
rights and powers herein granted. The undersigned acknowledges that the
foregoing attorneys-in-fact, in serving in such capacity at the request of the
undersigned, are not assuming, nor is the Company assuming, any of the
undersigned's responsibilities to comply with Section 16 of the Securities
Exchange Act of 1934.

        This Power of Attorney shall remain in full force and effect until the
undersigned is no longer required to file Forms 3, 4, and 5 with respect to
the undersigned's holdings of and transactions in securities issued by the
Company, unless earlier revoked by the undersigned in a signed writing delivered
to the foregoing attorneys-in-fact. This Power of Attorney may be filed with
the SEC as a confirming statement of the authority granted herein.

        IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 20th day of January, 2011.

 /s/ Matthew J. Lustig
Signed

Matthew J. Lustig
Print Name