FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average burden									
- 1	ha	0.5								

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* <u>KLEIN JOEL</u>				2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]									ck all applic Directo	r 10% (		10% Ov	vner		
(Last) (First) (Middle) OSCAR HEALTH CORPORATION					3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020									Officer below)	(give title		Other (s below)	specify	
295 LAFAYETTE STREET, 6TH FLOOR					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable							
(Street) NEW YO	ORK N	Y	10012									Line)	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(St	ate)	(Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da				Execution Date,			Code (Instr.   5)				4 and Securitie		s ally ollowing	Form (D) or	Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code V Amount (A) or (D)				Pı	rice	Transact	Transaction(s) (Instr. 3 and 4)			(IIISU. 4)				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
			ransad ode (I	ansaction of		Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		Derivative Security		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	lly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
				C	ode	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amo or Num of Shai	ber					
Phantom Stock Units	(1)	03/31/2020			A		501.46		(2)		(2)	Common Stock, par value \$0.01	501	.46	\$92.23	7,143.03	g(3)	D	

## **Explanation of Responses:**

- 1. The Phantom Stock Units convert to Common Stock on a 1-for-1 basis.
- 2. The Phantom Stock Units are awarded under the Boston Properties, Inc. 2012 Stock Option and Incentive Plan (the "2012 Plan") to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) in a lump sum or in ten annual installments, at the Reporting Person's election, following the Reporting Person's retirement from the Boston Properties, Inc. Board of Directors. In addition, non-employee directors who elect a deferred payout following their retirement may elect to convert not less than 100% of their notional investment from Common Stock to a deemed investment in one or more measurement funds. This election may only be made after the director's service on the Board of Directors ends. A director's account that has been converted to measurement funds will be settled in cash instead of Common Stock.
- 3. Includes 45.02 Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on the Issuer's Common Stock.

## Remarks:

/s/ Kelli A. DiLuglio, as Attorney-in-Fact 04/02/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.