FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL									
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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* THOMAS OWEN D			<u>B</u> (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) X Director 10% Owner							
(Last) BOSTON	,	rst) ΓΙΕS, INC.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2024							^ be	low)	give title Executive	e Of	Other (s below) ficer of GI	, I		
599 LEXINGTON AVENUE			4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)														X Fo	rm file	ed by One	Repo	rting Persor	
NEW YO	ORK N	Y	10022												rm file erson	ed by More	e than	One Report	ing
(City)	(S	tate)	(Zip)		Rule 10b5-1(c) Transaction Indication														
					Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							to							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transa Date (Month/L				ection 2A. Deeme Execution if any (Month/Da		Date,	Code (I	Transaction Disposed Code (Instr. 5)		ies Acquired (A) or Of (D) (Instr. 3, 4 and		Beneficia Owned F		s Fo ally (D ollowing (I)	Form (D) or	m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Trai	Reported 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 (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)		Date,		ransaction of Code (Instr. Derivative		ive les ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price Deriva Securi (Instr.	tive ty	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares						
LTIP Units ⁽¹⁾	(2)	02/12/2024			A		47,253		(2)(3)		(2)	Common OP Units	47,253	\$0.2	5	770,806	(4)	D	

Explanation of Responses:

- 1. Represents units of limited partnership interest in the Issuer earned (i.e., for which the performance-based hurdles have been met) pursuant to Boston Properties, Inc.'s ("BXP's"), the Issuer's sole general partner's, 2021 Multi-Year Long-Term Incentive Program (the "Program").
- 2. 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 Issuer or the holder, into a common unit of limited partnership interest in the Issuer ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of BXP's common stock, except that BXP may, at its election, acquire each Common OP Unit so presented for one share of BXP's common stock. LTIP Units have no expiration date.
- 3. The 47,253 LTIP Units earned pursuant to the Program vested in full upon being earned. Each earned LTIP Unit and Common OP Unit acquired upon conversion of such LTIP Unit is subject to an additional post-vesting holding period pursuant to which such LTIP Unit and Common OP Unit generally may not be transferred, and the redemption right associated with the Common OP Unit may not be exercised, until one year after the vesting date
- 4. Reflects the forfeiture of 39,513 LTIP Units originally issued on February 2, 2021 pursuant to the Program that were previously reported as beneficially owned by the Reporting Person, but remained subject to certain performance-based vesting hurdles based on the Issuer's total shareholder return for the period from February 2, 2021 to February 1, 2024.

Remarks:

/s/ Kelli A. DiLuglio, as 02/14/2024 Attorney-in-Fact

** Signature of Reporting Person

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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