FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington.

Washington, D.C. 20549	OMB APPROVAL			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-0		

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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

(Street) BOSTON MA 02199 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Direct (D) or Indirect (D) or I	1. Name and Address of Reporting Person* TWARDOCK DAVID A						2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									ationship o k all applio Directo	able)	g Pers	on(s) to Iss		
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City (State Cip City	800 BOYLSTON STREET					4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
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Printion Stock (1) 12/31/2016 A 259.38 (2) (2) Stock par value 259.38 \$125.78 20,344.23 ⁽³⁾ D						Code	v	(A)	(D)				Title	or Nun of	ber						
	Stock	(1)	12/31/2016			A		259.38		(2)		(2)	Stock, par value	259	.38	\$125.78	20,344.23	3 ⁽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 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) upon the Reporting Person's retirement from the Boston Properties, Inc. Board of Directors.
- 3. Includes 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

01/04/2017

** 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.