

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>DIEHL RODNEY</u> <hr/> (Last) (First) (Middle) <u>800 BOYLSTON STREET</u> <hr/> (Street) <u>BOSTON MA 02199</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/05/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President of GP</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
<u>Common OP Units⁽¹⁾</u>	<u>25,139</u>	<u>D</u>	

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				
<u>LTIP Units⁽²⁾</u>	<u>(2)(3)(4)</u>	<u>(2)</u>	<u>Common OP Units</u> <u>26,171⁽³⁾</u>	<u>(2)</u>	<u>D</u>	

Explanation of Responses:

- Represents common units of limited partnership interest in the Issuer ("Common OP Units"). Each Common OP 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 common stock of Boston Properties, Inc.'s ("BXP"), the Issuer's sole general partner, except that BXP may, at its election, acquire each Common OP Unit so presented for redemption for one share of BXP's Common Stock.
- Represents units of limited partnership in the Issuer issued as long term incentive compensation pursuant to BXP's equity based incentive programs ("LTIP Units"). 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 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.
- Includes 6,217 vested LTIP Units, 3,432 LTIP Units that will vest on January 15, 2024, 462 LTIP Units that will vest on February 3, 2024, 2,821 LTIP Units that will vest on January 15, 2025, 5,244 LTIP Units that will vest on January 15, 2026, and 4,471 LTIP Units that will vest on January 15, 2027. Also includes 1,943 LTIP Units granted pursuant to the Issuer's 2021 Multi-Year Long-Term Incentive Program (the "2021 Program") and may be earned based on the achievement of certain performance criteria based on the Issuer's total shareholder return over a three-year performance period ending on February 1, 2024 and 1,581 LTIP Units granted pursuant to the Issuer's 2022 Multi-Year Long-Term Incentive Program (the "2022 Program") and may be earned based on the achievement of certain performance criteria based on the Issuer's total shareholder return over a three-year performance period ending on January 31, 2025.
- Any LTIP Units earned pursuant to the 2021 Program and the 2022 Program will vest in full on February 1, 2024 and January 31, 2025, respectively, with each earned LTIP Unit and Common OP Unit acquired upon conversion of such LTIP Unit 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.

Remarks:

Exhibit 24 Power of Attorney

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

09/11/2023

** 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

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sandy D. Bransfield, Kelli A. DiLuglio and Eric G. Kevorkian, 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) prepare and execute in the undersigned's name and on the undersigned's behalf and submit to the SEC any and all reports the undersigned is required to file with the SEC, or which the attorney-in-fact considers advisable to file with the SEC, under Section 16 of the Exchange Act or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933, with respect to the any security of Boston Properties, Inc. or Boston Properties Limited Partnership (together, the "Company"), including Forms 3, 4 and 5, and Forms 144;

(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 or Form 144 and any amendments thereto and timely file such forms with 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 and Rule 144 of the Securities Act of 1933.

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 and Forms 144 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 riday of August, 2023.

/s/ Rodney C. Diehl
Print Name