FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvasnington,	D.C.	20549	

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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

				C	or Sect	1011 30(11) 0	oi the i	nvestment	Compa	ny Act	01 1940					
Name and Address of Reporting Person* Fininger Count D.				2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Einiger Carol B.				-						- L	1		X Directo	r	10% O	wner
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC ONE ROCKEFELLER PLAZA, 28TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 12/31/2011									Officer (give title below)		specify
					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street)													,	led by One F	Reporting Perso	n
NEW YORK NY 10020												Form filed by More than One Reporting Person				
(City)	(Si	tate)	(Zip)													
		Tab	le I - Non-	-Derivativ	/e Se	curities	Acc	quired, D	ispos	sed o	f, or Be	neficial	ly Owned			
Date			2. Transactio Date (Month/Day/Y	Execution Date,		Code (Instr. 5)			Beneficia Owned F	es Forrially (D) (Following (I) (II)	6. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
							Code	/ Ar	mount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)		(Instr. 4)	
		-	rable II - D (ε	erivative e.g., puts									Owned	,	•	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/\)	Code	action (Instr.	of I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisable		ration	Title	Amount or Number of Shares				
Phantom Stock	(1)	12/31/2011		A		286.14		(2)	((2)	Common Stock	286.14	\$99.6	9,246.75 ⁽³	B) 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 Second Amendment and Restatement of the Boston Properties, Inc. 1997 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 Boston Properties, Inc. Common Stock.

Remarks:

/s/ Kelli A. DiLuglio, as 01/04/2012 Attorney-in-Fact

** 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.