

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>2200 PENNSYLVANIA AVENUE, NW</u> (Street) <u>WASHINGTON DC 20037</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	5. 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>Executive Vice President of GP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/16/2012</u>	
		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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common OP Units ⁽¹⁾	08/16/2012		G ⁽²⁾	V	25,280	D	\$0	32,000	I	By Langley Lane LP
Common OP Units ⁽¹⁾	08/16/2012		G ⁽²⁾	V	27,842.76	D	\$0	35,600	I	By RAR/BP LLC
Common OP Units ⁽¹⁾								67,610 ⁽³⁾	I	By Ritchey, LLC
Common OP Units ⁽¹⁾								89,493	I	By RAR Ritchey, LLC
Common OP Units ⁽¹⁾								158,661 ⁽³⁾	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

- Represents common units of limited partnership interest (Common OP Units) in the Issuer. Each Common OP Unit may be redeemed, 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., the Issuer's sole general partner, except that Boston Properties, Inc. may, at its election, acquire each Common OP Unit so presented for redemption for one share of common stock of Boston Properties, Inc.
- Represents separate gifts of limited partnership interests in Langley Lane LP to The Raymond A. Ritchey 2012 Family Trust and The Raymond A. Ritchey 2012 Grantor Retained Annuity Trust. The gifts represent an aggregate 79% interest in Lanley Lane LP. The reporting person disclaims beneficial ownership of Boston Properties, Inc. common stock and common units of limited partnership interest (Common OP Units) in the Issuer, held by Langley Lane LP except to the extent of his pecuniary interest therein.
- Reflects the distribution of 11,000 Common OP Units previously owned indirectly by Ritchey, LLC to the reporting person as part of an annual annuity payment on May 7, 2012. The reporting person is the sole member and manager of Ritchey, LLC, which is owned by a grantor retained annuity trust of which the reporting person is the sole trustee and beneficiary.

Remarks:

/s/ Kelli A. DiLuglio,
Attorney-in-Fact 09/11/2012

** 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.