FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNER	SHIP

OMB APPRO	VAL						
OMB Number:	3235-0287						
Estimated average burden							
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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* TWARDOCK DAVID A					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]							(Ch	elationship eck all appli X Direct	,					
(Last)	`	(First) (Middle) REDGE ROAD				3. Date of Earliest Transaction (Month/Day/Year) 07/31/2014									_	(give title		Other (sbelow)	specify
(Street) SUMMI' (City)		tate)	07901 (Zip)						of Original					Line	Form Perso	filed by One filed by Mor n	e Rep	g (Check Ap orting Perso n One Repo	on
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Date,			Code (Instr. 5)			ıstr. 3	, 4 and Securit		ies Form cially (D) of Following (I) (I		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	V	Amount	t (A) or Pr		Price	Transac (Instr. 3	action(s) 3 and 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	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date, Transaction of Code (Instr. Deri				tive ties ed	Expiration	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		i O F Illy D o (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	or Nur of	ount mber ares					
Dividend Equivalent	(1)	07/31/2014			A		89.58		(2)		(2)	Common Stock	89).58	\$119.45	16,551.1	12	D	

Explanation of Responses:

- 1. The rights convert into Common Stock on a 1-for-1 basis.
- 2. Acquired as quarterly dividends on July 31, 2014. The rights were granted as a component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan or, following May 15, 2012, 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 rights 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 Board of Directors.

Remarks:

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

08/04/2014

** 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.

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.