

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Garesche Donna D</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>02/27/2023</u>			3. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [ N/A ]</u>			
(Last)	(First)	(Middle)	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>EVP, Chief HR Officer of GP</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)			
<u>C/O BOSTON PROPERTIES</u> <u>800</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			
(Street)	(City)	(State)	(Zip)						
<u>BOSTON</u>	<u>MA</u>	<u>02199</u>							
(City)	(State)	(Zip)							

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<sup>(1)</sup></u>	<u>6,740</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<sup>(2)</sup></u>	<u>(2)/(3)/(4)</u>	<u>(2)</u>	<u>Common OP Units</u>	<u>13,458<sup>(3)</sup></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. ("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 3,395 vested LTIP Units, 3,094 LTIP Units that will vest on January 15, 2024, 37 LTIP Units that will vest on February 3, 2024, 2,468 LTIP Units that will vest on January 15, 2025, 2,077 LTIP Units that will vest on January 15, 2026 and 1,159 LTIP Units that will vest on January 15, 2027. Also includes 833 LTIP Units granted pursuant to BXP'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 BXP's total shareholder return over a three-year performance period ending on February 1, 2024 and 395 LTIP Units granted pursuant to BXP'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 BXP'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

Kelli DiLuglio, as Attorney-in-Fact

03/08/2023

\*\* 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  
FOR SECTION 16(a) FILINGS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Douglas T. Linde, Eric G. Kevorkian, Sandy D. Bransfield, and the undersigned, 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 Commission) any and all reports, statements, and documents required to be filed with the Commission;
- 2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of Boston Properties Inc. (BostPro), any and all reports, statements, and documents required to be filed with the Commission;
- 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 filings;
- 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.

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 which may be necessary or desirable to carry out the purposes of this Power of Attorney. 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 with respect to the foregoing securities. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of February, 2023.

/s/ Donna D. Garesche  
Signed

Donna D. Garesche  
Print Name