

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>SALOMON RICHARD E</u> <hr/> (Last) (First) (Middle) <u>MECOX VENTURES</u> <u>610 FIFTH AVENUE</u> <hr/> (Street) <u>NEW YORK NY 10020</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD</u> <u>PARTNERSHIP [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Director of General Partner</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>10/03/2006</u>	

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			

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series Two Preferred Units (liquidation preference \$50.00)	\$38.1	09/01/2006		W	V		1,422.3	(1)	(1)	Common OP Units	1,866.53	\$0	0	I	By Estate ⁽²⁾
Series Two Preferred Units (liquidation preference \$50.00)	\$38.1	09/01/2006		W	V		1,422.87	(1)	(1)	Common OP Units	1,867.29	\$0	8,136.3	D	
Series Two Preferred Units (liquidation preference \$50.00)	\$38.1							(1)	(1)	Common OP Units	16,956.8		12,921.08	I	By Trusts ⁽³⁾

Explanation of Responses:

- Each Series Two Preferred Unit, which has a liquidation preference of \$50.00 per unit, may, on and after December 31, 2002, be converted into Common OP Units at a conversion price of \$38.10 (i.e., at the rate of 1.312336 Common OP Units per Series Two Preferred Unit). Cash is paid in lieu of issuing a fractional Common OP Unit. Each Common OP Unit acquired upon conversion of a Series Two Preferred 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. ("BPI"), except that BPI may, at its election, acquire the Common OP Unit presented for redemption for one share of Common Stock.
- This transaction was omitted from the reporting person's Form 4 filed on October 3, 2006.
- Represents ownership by trusts of which the Reporting Person is either a trustee or beneficiary.

Remarks:

Kelli A. DiLuglio, Attorney-in-Fact 11/30/2006

** 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.

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