

OMB APPROVAL	
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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

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</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 <sup>(1)</sup>	12/06/2011		G <sup>(2)</sup>	v	32,000	D	\$0	147,661 <sup>(3)(4)</sup>	D	
Common OP Units <sup>(1)</sup>	12/06/2011		G <sup>(2)</sup>	v	32,000	A	\$0	32,000	I	By Langley Lane LP
Common OP Units <sup>(1)</sup>	12/06/2011		G <sup>(5)</sup>	v	35,244	D	\$0	35,600 <sup>(5)</sup>	I	By RAR/BP LLC
Common OP Units <sup>(1)</sup>								78,610 <sup>(3)</sup>	I	By Ritchey, LLC
Common OP Units <sup>(1)</sup>								89,493 <sup>(4)</sup>	I	By RAR Ritchey, LLC

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.
- The reporting person transferred these Common OP Units to Langley Lane LP, a limited partnership of which the reporting person and his wife are the sole limited partners and Langley Lane LLC is the sole general partner. The reporting person is the sole manager and the Anne Losse Ritchey 2011 Marital Trust, of which the reporting person's wife is the sole beneficiary and sole trustee, is the sole member of Langley Lane LLC.
- Reflects the transfer of 18,317 Common OP Units previously owned directly by the reporting person to Ritchey, LLC on December 6, 2011. 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.
- Reflects the distribution of 10,507 Common OP Units previously owned indirectly by RAR Ritchey, LLC to the reporting person as part of an annual annuity payment on December 10, 2011. The reporting person is the sole member and manager of RAR Ritchey, LLC, which is owned by a grantor retained annuity trust of which the reporting person is the sole trustee and beneficiary.
- Represents a gift of 99% of the membership interests in RAR/BP LLC to Langley Lane LP. The ownership structure of Langley Lane LP is described in footnote 2. The reporting person is continuing to report the full number of Common OP Units owned by RAR/BP LLC as indirectly owned following the gift. 356 Common OP Units previously reported as held indirectly by the reporting person's wife represent his wife's interest in RAR/BP LLC and are included in this total.

Remarks:

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

01/18/2012

\*\* 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.**