

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>LANDIS ALAN B</u> (Last) (First) (Middle) <u>C/O THE LANDIS GROUP</u> <u>745 FIFTH AVENUE</u> (Street) <u>NEW YORK NY 10151</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/13/2003	3. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)
---------------------------------	---	--	---

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	Title	Amount or Number of Shares			
Series One Preferred Units (liquidation preference \$34.00)	(1)	(1)	Common OP Units	247,966	38.25	D	
Series One Preferred Units (liquidation preference \$34.00)	(1)	(1)	Common OP Units	247,966	38.25	I ⁽²⁾	By spouse
Series One Preferred Units (liquidation preference \$34.00)	(1)	(1)	Common OP Units	936,510	38.25	I	By trusts
Series One Preferred Units (liquidation preference \$34.00)	(1)	(1)	Common OP Units	106,571	38.25	I	By general partnership
Series One Preferred Units (liquidation preference \$34.00)	(1)	(1)	Common OP Units	12,242	38.25	I	By corporations

Explanation of Responses:

- Each Series One Preferred Unit may be converted (i) at the election of the holder at any time and (ii) at the election of BPLP on or after June 30, 2003 into approximately 0.88889 of a Common OP Unit.
- The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Remarks:

Kelli A. DiLuglio, a Attorney-in-Fact 09/03/2003

** 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.