FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	<b>OF CHANG</b>	ES IN BEN	IEFICIAL (	<b>DWNERSHIP</b>

OMB APPROVAL
B Number: 3235-0287
mated average burden
rs per response: 0.5

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

Name and Address of Reporting Person*     Stroman John J  (Last) (First) (Middle)													(Ched	S. Relationship of Reporting Person(s) to Issuer Check all applicable) Director 10% Owner X Officer (give title below) below)  Executive Vice President					
2200 PENNSYLVANIA AVENUE NW SUITE 200W  (Street) WASHINGTON DC 20037  (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person								
1. Title of Security (Instr. 3) 2. Transac Date				. Transact	action 2A. Deemed Execution Date,		3. Transac Code (Ir 8)	tion	tr. 5)			or 5. Amoun		nt of 6. Over Form (D) o (I) (In tion(s)		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership Instr. 4)		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Code (Insti		ion of str. S			6. Date Exercisa Expiration Date (Month/Day/Yea			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			B. Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	is lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Coo			ie V	,			Date Exercisable	Expiration le Date		Amoun or Numbe of Shares		ber							
LTIP Units <sup>(1)</sup>	(1)	02/01/2022		A		3	3,247		(1)(2)		(1)	Common Stock, par value \$0.01	3,2	47	\$0.25	21,950	0	D	

## **Explanation of Responses:**

1. Represents units of limited partnership interest in Boston Properties Limited Partnership ("BPLP"), of which the Issuer is the general partner, issued as long term incentive compensation ("LTIP Units") pursuant to the Issuer's equity based incentive programs. 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 BPLP or the holder, into a common unit of limited partnership interest in BPLP ("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 the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of Common Stock. LTIP Units have no expiration date.

2. The 3,247 LTIP Units vest 100% on January 15, 2026.

## Remarks:

/s/ Kelli A. DiLuglio, as Attorney-in-Fact 02/03/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.