

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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) C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVE, NW (Street) WASHINGTON DC 20037 (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 _____ Officer (give title below) _____ Other (specify below) _____ X Senior EVP of GP		
			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2021			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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 ⁽¹⁾	03/09/2021		C ⁽²⁾		60,000	A	(1)(2)	148,805 ⁽³⁾	D	
Common OP Units ⁽¹⁾	03/09/2021		C ⁽²⁾		60,000	D	(1)(2)	88,805	D	
Common OP Units ⁽¹⁾								31,265	I	By the Raymond A. Ritchey 2008 Family Trust
Common OP Units ⁽¹⁾								10,500 ⁽³⁾	I	By The Raymond A. Ritchey 2020 Grantor Retained Annuity Trust, dated June 11, 2020

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		Date Exercisable	Expiration Date						Title
LTIP Units ⁽⁴⁾	(4)	03/09/2021		C		60,000	(4)	(4)	Common OP Units	60,000	\$0.25	204,926	D	

Explanation of Responses:

- Represents common units of limited partnership interest ("Common OP Units") in the Issuer. 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 Common Stock of BXP.
- 60,000 of the Reporting Person's units of limited partnership interest ("LTIP Units") in the Issuer were converted into Common OP Units in the Issuer by the Reporting Person and the Common OP Units were redeemed for an equal number of shares of Common Stock of BXP, pursuant to a Rule 10b5-1 plan entered into by the Reporting Person on February 23, 2021.
- Reflects the transfer on June 12, 2020 of 10,500 Common OP Units previously owned directly by the Reporting Person to the Raymond A. Ritchey 2020 Grantor Retained Annuity Trust, of which the Reporting Person is the sole trustee and beneficiary.
- Represents LTIP Units in the Issuer issued as long term incentive compensation pursuant to BXP'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 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 Common Stock of BXP, 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.

Remarks:

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

03/11/2021

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.