FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* LINDE DOUGLAS T					BOS	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES LTD PARTNERSHIP [N/A]								(Che	eck all appl Direct	or	10%	Owner
					3. Date of Earliest Transaction (Month/Day/Year) 01/30/2004								7		Officer (give title below) SVP & CFO of		er (specify w)	
111 HUNTINGTON AVENUE				4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)						
(Street)	N M	Α (02199											1	Y Form	filed by One filed by More n		
(City)	(St	tate) (Zip)															
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day)						Execution Date,			3. Transaction Code (Instr.) 8) 4. Securities Acquired Disposed Of (D) (Instr. and 5)					Securit Benefic Owned	ies cially	6. Ownershi Form: Direc (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
									Code	v	Amoun	mount (A) or (D)			Report Transa	Following (I Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
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)		on of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ect (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Ex Da	piration te	Title	Amo or Nun of Sha	.				
LTIP Units	(1)	01/30/2004			A	Г	15,990		(1)(2)	Γ	(1)	Common OP Units	15,	990	\$0.25	15,990	D	

Explanation of Responses:

- 1. Issued as long term incentive compensation pursuant to the Boston Properties Inc.'s, the Issuer's general partner, equity based compensatory 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 holder, into a common unit of limited partnership interest in the Issuer.
- 2. LTIP Units vest over five years, 0% in first two years, 25% on February 1, 2007, 35% on February 1, 2008 and 40% on February 1, 2009.

Remarks:

Kelli A. DiLuglio, as Attorney-in-Fact 02/02/2004

** 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.