

BOSTON PROPERTIES INC  
 Form 4  
 December 04, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 LINDE DOUGLAS T

(Last) (First) (Middle)

C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

3. Date of Earliest Transaction (Month/Day/Year)

11/29/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 |   | 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 Ownership (Instr. 4) |       |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------|
|                                 |                                      |  | Code                | V | Amount  | (A) or (D) |   |  |                                   | Price |
| Common Stock, par value \$.01   | 11/29/2006                           |  | M                   |   | 10,000  | A          | \$ 39.33  | 45,121.7471  | D                                 |       |
| Common Stock, par value \$.01   | 11/29/2006                           |  | S                   |   | 200   | D          | \$ 115.36   | 44,921.7471  | D                                 |       |
| Common Stock, par value \$.01   | 11/29/2006                           |  | S                   |   | 800   | D          | \$ 115.35   | 44,121.7471  | D                                 |       |
| Common Stock, par value \$.01   | 11/29/2006                           |  | S                   |   | 200   | D          | \$  | 43,921.7471  | D                                 |       |

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|                               |            |   |       |   |           |             |   |                   |
|-------------------------------|------------|---|-------|---|-----------|-------------|---|-------------------|
| Stock, par value \$.01        |            |   |       |   | 115.31    |             |   |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 800   | D | \$ 115.3  | 43,121.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 200   | D | \$ 115.24 | 42,921.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 300   | D | \$ 115.23 | 42,621.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 1,500 | D | \$ 115.22 | 41,121.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 400   | D | \$ 115.1  | 40,721.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 300   | D | \$ 115.05 | 40,421.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 700   | D | \$ 115.03 | 39,721.7471 | D |                   |
| Common Stock, par value \$.01 | 11/29/2006 | S | 4,600 | D | \$ 115    | 35,121.7471 | D |                   |
| Common Stock, par value \$.01 |            |   |       |   |           | 700         | I | By Spouse         |
| Common Stock, par value \$.01 |            |   |       |   |           | 700         | I | By Family Trust   |
| Common Stock, par value \$.01 |            |   |       |   |           | 2,100       | I | By Family Members |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 | 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 Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 39.33   | 11/29/2006                           |  | M                   | 10,000  | <u>(1)</u>   | 01/18/2011  | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| LINDE DOUGLAS T<br>C/O BOSTON PROPERTIES, INC.<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 |               |           | EVP & CFO |       |

## Signatures

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

11/30/2006

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* 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).

(1) The option vested in three equal annual installments beginning on January 18, 2002.

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