BOSTON PROPERTIES INC

Form 4 April 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BAIRD ZOE**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

Director

10 ROCKEFELLER PLAZA

(Month/Day/Year) 03/31/2006 below)

10% Owner Officer (give title Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10020

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V Expiration Title (A) (D) Date Amount

Exercisable Date

> Number of Shares

Phantom

Common Stock (1) 03/31/2006 209.12 (2) (2) 209.12 Α Stock

Units

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BAIRD ZOE 10 ROCKEFELLER PLAZA X NEW YORK, NY 10020

Signatures

/s/ Eric G. Kevorkian, as 04/03/2006 Attorney-in-Fact

> **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 Phantom Stock Units convert to Common Stock on a 1-for-1 basis.
- The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee **(2)** directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. der="0">Reporting Owner Name / AddressRelationships Director 10% Owner Officer OtherLucas Richard M

C/O WALKER & DUNLOP, INC. 7501 WISCONSIN AVENUE, SUITE 1200E BETHESDA, MD 20814 EVP & Gen Counsel & Secretary

Signatures

/s/ Daniel J. Groman,

03/19/2019 Attorney-in-fact

Date **Signature of Reporting Person

Reporting Owners 2

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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 Reporting Person received cash in lieu of delivery of fractional shares upon vesting of the dividend equivalent rights.
- (2) Each deferred stock unit represents the right to receive one share of common stock of the Issuer.
- (3) The deferred stock units are fully vested and were settled in shares of the Issuer's common stock on March 15, 2019 pursuant to the Walker & Dunlop, Inc., Management Deferred Stock Unit Purchase Plan.
- (4) Each restricted stock unit represents the right to receive one share of common stock of the Issuer.
- (5) The restricted stock units were settled in shares of the Issuer's common stock on March 15, 2019.
 - The dividend equivalent rights accrued on restricted stock units held by the Reporting Person and will vest proportionately with the
- (6) restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of common stock of the Issuer.

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