Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON PRO Form 4 February 01, 20		C								
FORM 4	4 _{UNITED}	STATES					E COMMISSIC		PPROVAL 3235-0287	
Check this be if no longer subject to Section 16.		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005 d average ours per	
Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17(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 Resp	oonses)									
1. Name and Address of Reporting Person <u>*</u> Einiger Carol B.			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP			Issuer P]	1			
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC, 610 FIFTH AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/30/2007			XDirector 10% Owner Officer (give title Other (specify below)				
(Street) 4.			4. If Amendment, Date 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 				
NEW YORK, I	NY 10020						Person	y wore than one R	porting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	l of, or Beneficial	lly Owned	
	`ransaction Date onth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report o	on a separate line	e for each cla	ass of sec		ficially own Perso inform requir	ned directly ns who res nation cont ed to resp ys a curre	or indirectly. spond to the coll tained in this for ond unless the f ntly valid OMB c	m are not orm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of					(I
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	01/30/2007		A		137.42		(2)	(2)	Common Stock	137.42	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 9	Director	10% Owner	Officer	Other			
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	02	2/01/2007					

*Signature of Reporting Person

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).

Date

(1) The rights convert into Common Stock on a 1-for-1 basis.

Acquired as quarterly dividends on January 30, 2007. The rights were granted as a component of the Phantom Stock Units that were awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive

(2) Awarded under the Boston Properties, inc. 1997 Stock Option and incentive Fian to holi-employee uncertar who elected to receive Phantom Stock Units in lieu of director compensation fees. The rights 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.