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BOSTON PROPERTIES INC

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 13, 2014

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RITCHEY RAYMOND A Symbol **BOSTON PROPERTIES INC [BXP]** (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner Other (specify X _ Officer (give title 12/31/2013 below) below) C/O BOSTON PROPERTIES, Executive Vice President INC., 2200 PENNSYLVANIA AVENUE, NW (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) WASHINGTON, DCÂ 20037 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or Amount (D) Price Common By Â G Stock, par 03/15/2013 861.52 D \$0 29,718 (1) I Langley value \$.01 Lane LP

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SEC 2270

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Common OP Units	Â	03/15/2013	Â	G	Â	1,021.72	(2)	(2)	Common Stock	1,021.7
Common OP Units	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	182,76
Common OP Units	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	60,493
Common OP Units	Â	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	7,317

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RITCHEY RAYMOND A C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DCÂ 20037

Â Â Exec

Executive Vice President Â

Signatures

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

02/13/2014

**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).

Represents separate gifts of limited partnership interests in Langley Lane LP to the Raymond A. Ritchey 2012 Family Trust and the Raymond A. Ritchey 2012 Grantor Retained Annuity Trust. The gifts represent an aggregate 2.899% interest in Langley Lane LP. The

(1) Reporting Person disclaims beneficial ownership of the Issuer's Common Stock and common units of limited partnership interest (Common OP Units) in Boston Properties Limited Partnership (BPLP), of which the Issuer is the sole general partner, held by Langley Lane LP except to the extent of his pecuniary interest therein.

(2)

Reporting Owners 2

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Represents Common OP Units in BPLP. Each Common OP Unit may be redeemed, at the election of the holder, for cash equal to the fair market value of a share of the Issuer's Common Stock except that the Issuer may, at its election, acquire each Common OP Unit so presented for redemption for one share of Common Stock.

Reflects the distributions to the reporting person of (1) 13,000 Common OP Units on December 10, 2012 and (2) 16,000 Common OP Units on December 10, 2013. The Common OP Units were previously owned indirectly by RAR Ritchey, LLC and were distributed to the reporting person as part of annual annuity payments. The reporting person is the sole member and manager of RAR Ritchey, LLC, which is owned by a grantor retained annuity trust of which the reporting person is the sole trustee and beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.