

BOSTON PROPERTIES INC
 Form 4
 December 04, 2006

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 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)
12/04/2006

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 (Instr. 8)	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 (D) or Price (A)		
Common Stock, par value \$.01	12/04/2006		M		20,000 A \$ 39.33	55,121.7471	D
Common Stock, par value \$.01	12/04/2006		S		1,000 D \$ 117.8	54,121.7471	D
Common Stock, par value \$.01	12/04/2006		S		1,000 D \$ 117.75	53,121.7471	D
Common Stock, par value \$.01	12/04/2006		S		1,000 D \$ 117.7	52,121.7471	D

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Stock, par value \$.01							
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.65	51,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.6	50,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.53	49,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.5	48,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.45	47,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.43	46,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.42	45,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.4	44,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.262	43,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	2,000	D	\$ 117.25	41,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.21	40,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.2	39,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.15	38,121.7471	D
Common Stock, par value \$.01	12/04/2006	S	1,000	D	\$ 117.12	37,121.7471	D

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Common Stock, par value \$.01	12/04/2006	S	2,000	D	\$ 117.1	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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 39.33	12/04/2006		M	20,000	<u>(1)</u>	01/18/2011	Common Stock	20,000

Reporting Owners

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

Signatures

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

12/04/2006

__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.

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.