

BOSTON PROPERTIES INC
 Form 4
 February 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
 JOHNSTON PETER D

(Last) (First) (Middle)

C/O BOSTON PROPERTIES, 901
 NEW YORK AVENUE, NW

(Street)

WASHINGTON, DC 20001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

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

02/05/2007

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)

Senior Vice President

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 (A) or (D) Price | | |
| Common Stock, par value \$.01 | 02/05/2007 | | M | | 9,298 A \$ 37.45 (1) | 40,105.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | | M | | 5,052 A \$ 34.65 (2) | 45,157.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | | S | | 300 D \$ 127.09 | 44,857.9712 | D |
| Common Stock, par | 02/05/2007 | | S | | 100 D \$ 127.08 | 44,757.9712 | D |

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value \$.01

| | | | | | | | |
|-------------------------------------|------------|---|-------|---|--------------|-------------|---|
| Common Stock, par value \$.01 | 02/05/2007 | S | 200 | D | \$ 127.07 | 44,557.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 100 | D | \$ 127.04 | 44,457.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 900 | D | \$ 127.03 | 43,557.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 300 | D | \$ 127.02 | 43,257.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 300 | D | \$ 127.01 | 42,957.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 800 | D | \$ 127 | 42,157.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 210 | D | \$ 126.99 | 41,947.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 2,600 | D | \$ 126.98 | 39,347.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 400 | D | \$ 126.96 | 38,947.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 600 | D | \$ 126.95 | 38,347.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 600 | D | \$ 126.94 | 37,747.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 600 | D | \$ 126.93 | 37,147.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 625 | D | \$ 126.92 | 36,522.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 1,900 | D | \$ 126.91 | 34,622.9712 | D |

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| | | | | | | | |
|-------------------------------|------------|---|-------|---|-----------|-------------|---|
| Common Stock, par value \$.01 | 02/05/2007 | S | 150 | D | \$ 126.9 | 34,472.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 3,100 | D | \$ 126.89 | 31,372.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 500 | D | \$ 126.88 | 30,872.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 300 | D | \$ 126.87 | 30,572.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 800 | D | \$ 126.86 | 29,772.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 300 | D | \$ 126.85 | 29,472.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 200 | D | \$ 126.84 | 29,272.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 400 | D | \$ 126.83 | 28,872.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 200 | D | \$ 126.82 | 28,672.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 300 | D | \$ 126.8 | 28,372.9712 | D |
| Common Stock, par value \$.01 | 02/05/2007 | S | 24 | D | \$ 126.79 | 28,348.9712 | D |

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

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(4) The options vested in three equal annual installments beginning on January 17, 2003.

Remarks:

This is the first of two Form 4's filed by the Reporting Person on February 7, 2007.

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