

BOSTON PROPERTIES INC  
 Form 4  
 May 06, 2014

**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 \*  
**BURT FRANK D**

(Last) (First) (Middle)

**C/O BOSTON PROPERTIES, INC., 800 BOYLSTON STREET**

(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)

**05/05/2014**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	05/05/2014		S	100 D	\$ 118.06 4,733 <sup>(1)</sup>	I	By The Burt Family Trust - 1993
Common Stock, par value \$.01	05/05/2014		S	100 D	\$ 118.0601 4,633	I	By The Burt Family Trust - 1993
Common Stock, par	05/05/2014		S	2,300 D	\$ 118.11 2,333	I	By The Burt

value \$.01

Common  
Stock, par  
value \$.01

1,500 I

Family  
Trust -  
1993  
  
By The  
Carol  
Hackett  
Burt  
Trust -  
2001

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURT FRANK D C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET BOSTON, MA 02199			Senior Vice President	

## Signatures

/s/ Kelli A. DiLuglio, as  
attorney-in-fact

05/06/2014

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).
- (1) Reflects the transfer of 462 shares of Common Stock previously owned directly by the Reporting Person to The Burt Family Trust -1993 on January 20, 2014. The Reporting Person and his spouse are the trustees and the Reporting Person is the sole beneficiary of this trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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