Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON PRO Form 4 February 09, 2	OPERTIES INC	2									
								OMB A	PPROVAL		
FORM	4 UNITED	STATES		RITIES A			E COMMISSION	OMB Number:	3235-0287		
Check this				0	,			Expires:	January 31, 2005		
if no longer subject to Section 16. Form 4 or						OWNERSHIP OF Estimated average burden hours per response					
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c) Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (C) (C) (C) (C) (C) (C) (C) (C)											
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> JOHNSTON PETER D				er Name an ON PROF		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date c	of Earliest T	ransaction		(Che	ck all applicabl	e)		
				(Month/Day/Year) 02/08/2016			Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Damindar: Dano	rt on a separate line	for each cl	nes of sea	urities bene	ficially ow	ned directly	or indirectly				
Kenninger: Kepo		ior cach ch	435 01 500	artics belle	Perso inforr requi	ons who re nation con red to resp ays a curre	spond to the collect tained in this form ond unless the for ntly valid OMB con	are not m	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	I			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year) (Instr. 3 and 4)		4)	Securit (Instr.	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
LTIP Units <u>(1)</u>	<u>(1)</u>	02/08/2016		А	4,959		(1)(2)	(1)	Common Stock	4,959	\$ 0.1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSTON PETER D C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037			Executive Vice President				
Signatures							
/s/ Kelli A. DiLuglio, Attorney-in-Fact	02/09/2016						
**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 units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of

- (1) the holder, into a common unit of limited partnership interest in BPLP (Common OP Unit). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then 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 one share of Common Stock. LTIP Units have no expiration date.
- (2) The 4,959 LTIP Units vest in four equal annual installments beginning on January 15, 2017.

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.