FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OM | B 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

|  |                      |                 | or Section 30(h) of the Investment Company Act of 1940                           |                       |  |                |  |  |  |  |
|--|----------------------|-----------------|--|-----------------------|--|----------------|--|--|--|--|
| 1. Name and Address of Reporting Person*  ZUCKERMAN MORTIMER B |                      |                 | 2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ] |                       | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)      |                |  |  |  |  |
| ZUCKERI  | MAN MORT             | IMER B          | <u>Booton Horizanto</u> (Bin )   | X                     | Director   | 10% Owner      |  |  |  |  |
| (Last)   | (First) N PROPERTIES | (Middle)        | 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2007                      | X                     | X Officer (give title below) Other (spelow)  Chairman of the Board           |                |  |  |  |  |
| 111 HUNTIN   | IGTON AVENU          | E               |  |                       |  |                |  |  |  |  |
| (Street) BOSTON  | MA                   | 02199           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         | 6. Indi<br>Line)<br>X | ividual or Joint/Group Fili<br>Form filed by One Re<br>Form filed by More th | porting Person |  |  |  |  |
| (City)   | (State)              | (Zip)           |  | <u> </u>              | Person   |                |  |  |  |  |
|  |                      | Table I - Non-D | perivative Securities Acquired Disposed of or Ren                                | oticially.            | Owned  |                |  |  |  |  |

| (Street) BOSTON MA  (City) (State) | 02199<br>(Zip)                        |                                 |                              |       |                               |               | Lir       | NE)  X Form filed by Or  Form filed by Mo  Person             |   |   |
|------------------------------------|---------------------------------------|---------------------------------|------------------------------|-------|-------------------------------|---------------|-----------|---|---|---|
|                                    | Table I - Non-Deriva                  | ıtive Securities A              | cauire                       | d. D  | isposed o                     | f. or B       | Beneficia | llv Owned   |   |   |
| 1. Title of Security (Instr. 3)    | 2. Transactio<br>Date<br>(Month/Day/\ | n 2A. Deemed<br>Execution Date, | 3.<br>Transa<br>Code (<br>8) | ction | 4. Securities Acquired (A) or |               |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|                                    |                                       |                                 | Code                         | v     | Amount                        | (A) or<br>(D) | Price     | Reported Transaction(s) (Instr. 3 and 4)                      |   | (Instr. 4)  |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,200                         | D             | \$130.17  | 761 2,074,748   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,800                         | D             | \$130.1   | 7 2,072,948   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,100                         | D             | \$130.1   | 2,071,848   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,300                         | D             | \$130.1   | 52 2,070,548  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 200                           | D             | \$130.1   | 2,070,348   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 2,100                         | D             | \$130.10  | 052 2,068,248   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 200                           | D             | \$130.    | 1 2,068,048   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 400                           | D             | \$130.0   | 9 2,067,648   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,600                         | D             | \$130.0   | 2,066,048   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$130.0   | 06 2,065,748  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 3,000                         | D             | \$130.0   | 05 2,062,748  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 400                           | D             | \$130.0   | 2,062,348   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 100                           | D             | \$130.0   | 03 2,062,248  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 2,000                         | D             | \$130     | 2,060,248   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$129.9   | 2,059,948   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$129.    | 9 2,059,648   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$129.8   | 38 2,059,348  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$129.8   | 2,059,048   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 1,500                         | D             | \$129.8   | 55 2,057,548  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 200                           | D             | \$129.4   | 2,057,348   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 100                           | D             | \$129.4   | 2,057,248   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 200                           | D             | \$129.4   | 15 2,057,048  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 100                           | D             | \$129.4   | 2,056,948   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 100                           | D             | \$129.4   | 2,056,848   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 2,100                         | D             | \$129.4   | 11 2,054,748  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 300                           | D             | \$129.3   | 33 2,054,448  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 200                           | D             | \$129.    | 3 2,054,248   | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 600                           | D             | \$129.2   | 29 2,053,648  | D   |   |
| Common Stock, par value \$.01      | 02/07/20                              | 07                              | S                            |       | 100                           | D             | \$129.2   | 27 2,053,548  | D   |   |

|   |   | Tabl                              | e I - Non-Der | ivative   | Sec | urities     | s Ac                                    | quire       | d, Di   | sposed o         | f, or E | Benefici  | ally Owi   | ned  |   |  |
|---|---|-----------------------------------|---------------|---|-----|-------------|---|-------------|---|------------------|---------|---|--|--|---|--|
| 1. Title of Security (Instr. 3)                     |   | 2. Transact<br>Date<br>(Month/Day |               | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |     | · '         | 3.<br>Transaction<br>Code (Instr.<br>8) |             | 4. Securities<br>Disposed Of  |                  |         | 5) Sec<br>Ben<br>Owr  | urities<br>eficially   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|   |   |                                   |               |   |     |             | Code V                                  |             | Amount  | (A) or (D) Price |         | Trar  | saction(s)<br>r. 3 and 4)  |  | (Instr. 4)  |  |
| Common Stock, par value \$.01                       |   |                                   | 02/07/        | 2007  |     |             |   | S           |   | 4,000            | D       | \$129.  | 25 2   | ,049,548   | D   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | e of 2. 3. Transaction 3A. Deemed 4. titive Conversion Date Execution Date, ity or Exercise (Month/Day/Year) if any Code (i |                                   | 5. Number of  |   |     | s, options, |   | cisable and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number |                  | •       | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |

**Explanation of Responses:** 

## Remarks:

This is the fourth of six Form 4's the Reporting Person filed on February 8, 2007.

Kelli A. DiLuglio, As attorney-

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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).

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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