

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>LANDIS MITCHELL S</u><br><br>(Last) (First) (Middle)<br><u>C/O BOSTON PROPERTIES, INC.</u><br><u>111 HUNTINGTON AVENUE</u><br><br>(Street)<br><u>BOSTON MA 02199</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BOSTON PROPERTIES INC [ BXP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/05/2007</u>               |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | M                              |   | 5,819   | A          | \$37.45 <sup>(1)</sup> | 22,414.2656 <sup>(2)</sup>  | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | M                              |   | 2,000   | A          | \$34.65 <sup>(3)</sup> | 24,414.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 900   | D          | \$127.55               | 23,514.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 100   | D          | \$127.53               | 23,414.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 219   | D          | \$127.43               | 23,195.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 900   | D          | \$127.42               | 22,295.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 200   | D          | \$127.41               | 22,095.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 100   | D          | \$127.39               | 21,995.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 300   | D          | \$127.37               | 21,695.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 100   | D          | \$127.36               | 21,595.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 1,200   | D          | \$127.35               | 20,395.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 200   | D          | \$127.34               | 20,195.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 500   | D          | \$127.33               | 19,695.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 1,100   | D          | \$127.32               | 18,595.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 200   | D          | \$127.31               | 18,395.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 200   | D          | \$127.27               | 18,195.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 500   | D          | \$127.26               | 17,695.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 400   | D          | \$127.25               | 17,295.2656   | D  |   |
| Common Stock, par value \$.01   | 02/05/2007                           |  | S                              |   | 700   | D          | \$127.24               | 16,595.2656   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

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|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$37.45 <sup>(1)</sup>                                 | 02/05/2007                           |  | M                              |   |  | 5,819 | (4)  | 01/18/2011      | Common Stock  | 5,819                      | \$0  | 0 <sup>(1)</sup>   | D   |  |
| Employee Stock Option (right to buy)       | \$34.65 <sup>(3)</sup>                                 | 02/05/2007                           |  | M                              |   |  | 2,000 | (5)  | 01/07/2012      | Common Stock  | 2,000                      | \$0  | 22,592 <sup>(3)</sup>  | D   |  |

**Explanation of Responses:**

- In January 2007, the issuer paid a special dividend of \$5.40 per share of common stock to all stockholders of record as of the close of business on December 29, 2006. In connection with this special dividend, the issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment the number of shares underlying Mr. Landis' options increased by 278 from 5,541 to 5,819 and the per share exercise price was correspondingly decreased.
- Includes 52,143 shares which the Reporting Person acquired in January 2007 pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan.
- In October 2005, the issuer paid a special dividend of \$2.50 per share of common stock to all stockholders of record as of the close of business on September 30, 2005. In connection with this special dividend, the issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment and, pursuant to the adjustment described in Footnote 1, the number of shares underlying Mr. Landis' options increased by 816 from 22,600 to 23,416 in September 2005 and by 1,176 from 23,416 to 24,592 in December 2006, and the per share exercise price was correspondingly decreased.
- The option vested in three equal annual installments beginning on January 18, 2002.
- The option vested in three equal annual installments beginning on January 17, 2003.

**Remarks:**

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

02/07/2007

\*\* Signature of Reporting Person      Date

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

\* 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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