FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasimigton,	D.C.	20343

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

l	OMB APPRO	JVAL		
	OMB Number:	3235-0287		
	Estimated average burd	en		
l	hours per response:	0.5		

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*				2. II	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]							5. Relationship of Reporting Perso (Check all applicable) X Director			to Issu		
(Last) 10 ROCI	(Fi KEFELLER	•	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2006						Officer below)	(give title		other (s elow)	pecify	
(Street) NEW Y(10020		4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	e) X Form fi	or Joint/Group Filing (Check Applicable rm filed by One Reporting Person rm filed by More than One Reporting rson				
(City)	(5)		(Zip)	- Dawi	4:	- 0-			and Di		-f -= D-		l O	ı			
		Tab	ie i - Noi	n-Deri	vative	e Se	curities	S AC	quired, Di	<u> </u>	-		y Owned				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Date,		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) 5)					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
							Code V	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)			(Instr. 4)		
	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. Deeme Execution if any (Month/Day	Date,	Code (Inst		n of		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 (Instr. 4)	Own Forr Dire or In (I) (I	ership 1: ct (D) direct 1str. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Phantom Stock Units	(1)	03/31/2006			A		209.12		(2)	(2)	Common Stock	209.12	\$0	895.14		D	

Explanation of Responses:

- 1. The Phantom Stock Units convert to Common Stock on a 1-for-1 basis.
- 2. The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Remarks:

/s/ Eric G. Kevorkian, as 04/03/2006 Attorney-in-Fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.