FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
	Estimated average burden								
	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. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]									,	Issuer Owner			
(Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET						3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015									ow) (	belov	Other (specify below)			
(Street) BOSTON MA 02199  (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
	Tab	le I - No	n-Deri\	/ative	Se	curiti	es Ac	quired,	Dis	posed c	f, or	Ben	efici	ally Ow	ned					
Date						2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dis		Disposed	Disposed Of (D) (Instr. 3, 4			nd Secu Bene Own	rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount		(A) or (D)	Price	Tran	saction(s)		(Instr. 4)				
Stock, par	value \$.01	3/2015				A		7,789	)	A	\$	0 18	,428.7471	D						
Stock, par												700	I	By spouse						
Common Stock, par value \$.01															2,100	I	By children			
	Ta														d					
2. Conversion or Exercise Price of Derivative Security	nversion   Date   Execution D   if any   (Month/Day/Year)   if any   (Month/Day/Ivative   Ivative   Ivativ		n Date,	Date, Transaction Code (Instr		on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/E	on Dat Day/Ye	Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe		ount		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
	(Fig. 17) STON PROCEEDING STON M. M. (St. 17) Stock, par v. Stock, par v. Stock, par v. 2. Conversion or Exercise Price of Derivative	(First) (First) (STON PROPERTIES, INC. (ZLSTON STREET  N MA (State)  Tab Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Tab  Stock, par value \$.01  Tab  Stock, par value \$.01	(First) (Middle) STON PROPERTIES, INC. PLSTON STREET  MA 02199  (State) (Zip)  Table I - No Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Table II - III - IIII - IIIII - IIII - IIIII - IIII - IIIII - IIII - IIIII - IIII - IIIII - IIII - IIIII - IIII - II	(First) (Middle) STON PROPERTIES, INC.  PLSTON STREET  MA 02199  (State) (Zip)  Table I - Non-Derive Conversion or Exercise Price of Derivative  (First) (Middle)  (Middle)  (All of the conversion of Exercise Price of Derivative (Month/Day/Year)  (Middle)  (All of the conversion of Conversion of Exercise (Month/Day/Year)  (Middle)  (All of the conversion of Exercise (Month/Day/Year)	(First) (Middle)  STON PROPERTIES, INC.  PLSTON STREET   Table I - Non-Derivative  Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative S (e.g., puts, compared to the purpose of perivative (Month/Day/Year)  2. Table II - Derivative S (e.g., puts, compared to the purpose of perivative S (Month/Day/Year)  2. Table II - Derivative S (e.g., puts, compared to the purpose of perivative S (Month/Day/Year)  2. Stock, par value \$.01	(First) (Middle)  3. Date 02/03/2  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Stock, par value \$.01  Stock, par value \$.01  Table II - Derivative Security (e.g., puts, calls of Derivative Security (Month/Day/Year)  3. Date 02/03/2  4. If American Date (Month/Day/Year)  Stock, par value \$.01  Table II - Derivative Security (e.g., puts, calls of Date (Month/Day/Year)  3. Date 02/03/2  4. If American Date (Month/Day/Year)  Stock, par value \$.01	Conversion of Exercise Price of Derivative Security (Month/Day/Year)   Stock, par value \$.01   Stock	BOSTON PROPED	Conversion or Exercise Price of Derivative Security (Instr. 3)   Code (Instr. 4)   Conversion or Exercise Price of Derivative Security (Month/Day/Year)   Conversion or Exercise Price of Derivative Security (Month/Day/Year)   Code (Instr. 3, 4)   C	Code   Italy   Code   Conversion or Exercise of Derivative Security   Secur	BOSTON PROPERTIES INC   B2	Conversion of Exercise Price of Derivative Securities Acquired, Disposed of, Or Stock, par value \$.01	BOSTON PROPERTIES INC   BXP	BOSTON PROPERTIES INC [BXP]   STON PROPERTIES INC [BXP]	BOSTON PROPERTIES INC   BXP   Check all a X Din   Dolly   Do	BOSTON PROPERTIES INC   (First) (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   02/03/2015   NAMA   02199     2. Transaction (Month/Day/Year)   3. Transaction (	DOUGLAST    Conversion   Conversion   Conversion   Code (e.g., puts, calls, warrants, options, convertible security   Code (mstr. 3)   Covered (mstr. 4)   Covered (ms			

**Explanation of Responses:** 

Remarks:

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

02/05/2015

\*\* 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.