

**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                                 |           |
|--|-----------|
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|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>ZUCKERMAN MORTIMER B</b><br><br>(Last) (First) (Middle)<br><b>C/O BOSTON PROPERTIES, INC.</b><br><b>111 HUNTINGTON AVENUE</b><br><br>(Street)<br><b>BOSTON MA 02199</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BOSTON PROPERTIES INC [ BXP ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman of the Board</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/07/2007</b>               |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**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   | 02/07/2007                           |  | S                              |   | 1,000   | D          | \$129.24   | 2,048,548   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 700   | D          | \$129.23   | 2,047,848   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 500   | D          | \$129.22   | 2,047,348   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$129.21   | 2,047,248   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 200   | D          | \$129.2    | 2,047,048   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 400   | D          | \$129.15   | 2,046,648   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 200   | D          | \$129.14   | 2,046,448   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 200   | D          | \$129.12   | 2,046,248   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 1,400   | D          | \$129.11   | 2,044,848   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$129.08   | 2,044,748   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 700   | D          | \$129.0311 | 2,044,048   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 2,100   | D          | \$129.03   | 2,041,948   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 2,400   | D          | \$129.02   | 2,039,548   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 14,000  | D          | \$129.015  | 2,025,548   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 207,400   | D          | \$129      | 1,818,148   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 400   | D          | \$128.88   | 1,817,748   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$128.86   | 1,817,648   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$128.85   | 1,817,548   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 200   | D          | \$128.83   | 1,817,348   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$128.8    | 1,817,248   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$128.79   | 1,817,148   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 2,200   | D          | \$128.6    | 1,814,948   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 2,100   | D          | \$128.5    | 1,812,848   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 600   | D          | \$128.4861 | 1,812,248   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 400   | D          | \$128.45   | 1,811,848   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 2,010   | D          | \$128.44   | 1,809,838   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 100   | D          | \$128.43   | 1,809,738   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 300   | D          | \$128.42   | 1,809,438   | D  |   |
| Common Stock, par value \$.01   | 02/07/2007                           |  | S                              |   | 1,300   | D          | \$128.4    | 1,808,138   | D  |   |

**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   | 02/07/2007                           |  | S                              |   | 1,050   | D          | \$128.38 | 1,807,088   | 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 |   |  |  |   |  |

Explanation of Responses:

**Remarks:**

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

Kelli A. DiLuglio, As attorney- 02/08/2007  
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.**