Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-028							
Estimated average b	urden							

0.5

hours per response:

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* <u>BACOW LAWRENCE S</u>													ck all applic	able)	ing Person(s) to Issu 10% Ow				
(Last)	`	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 06/30/2009								Officer below)	er (give title w)		Other (specify below)	
161 PACKARD AVENUE				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
(Street) MEDFORD MA 02155											Line) X								
(City)	(Si	tate)	(Zip)																
		Tab	le I - No	n-Deriv	/ativ	e Se	curities	s Ac	quired, D	ispo	osed o	f, or Be	nefi	cially	Owned				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Da		Date,	3. Transacti Code (Ins	ion [4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
							Code V	, ,	Amount (A) or (D)			rice	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
		-							uired, Dis , options						Owned				
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,	Date, Transa Code (6. Date Exercisa Expiration Date (Month/Day/Yea		of Securities			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		piration te	Title	Amo or Num of Shai	ber					
Phantom Stock	(1)	06/30/2009			A		348.96		(2)		(2)	Common	348	.96	\$47.7	8,316.59	(3)	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 Second Amendment and Restatement of 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 (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties, Inc. Board of Directors.
- 3. Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. Common Stock.

Remarks:

/s/ Kelli A. DiLuglio, as 07/02/2009 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.