FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT	OF CHANGES	IN BENEFICIAL

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* TWARDOCK DAVID A					<u>BC</u>	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									(Ch	eck all ap	olicable) ctor er (give title		rson(s) to Iss 10% Ov Other (s	vner
(Last) (First) (Middle) PRUDENTIAL MORTGAGE CAPITAL COMPANY						3. Date of Earliest Transaction (Month/Day/Year) 04/30/2010										belo			belowy	
100 MULBERRY STREET				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) NEWAR	K N.	J (01702														n filed by Mo		orting Person n One Repo	
(City)	(S	tate) ((Zip)																	
		Tab	le I - Non	-Deriv	ative	Sec	curitie	s Ac	quir	red, D	isp	osed o	of, or	Ben	eficial	ly Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Dat			Code (Instr.							Secur Benef Owne	ties For cially (D) Following (I) (rm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
									C	Code V	,	Amount (A) o		A) or D)	Price		ection(s) 3 and 4)			(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. Deemed Execution I if any (Month/Day	Date,	Code (Inst				6. Date Exercisa Expiration Date (Month/Day/Yea			Amount of			8. Price of Derivative Security (Instr. 5)		e s ally	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exer	e rcisable	Ex Da	piration ate	Title	N C	Amount or Number of Shares					
Dividend Equivalent Rights	(1)	04/30/2010			A		63.54			(2)		(2)	Comm Stock		63.54	\$78.86	10,085	.15	D	

Explanation of Responses:

- 1. The rights convert into Common Stock on a 1-for-1 basis.
- 2. Acquired as quarterly dividends on April 30, 2010. The rights were granted as a component of the Phantom Stock Units that were 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 rights 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 Board of Directors.

Remarks:

/s/ Kelli A. DiLuglio, as 05/03/2010 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.