FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

<b>STATEMENT</b>	OF CHANGES	S IN BENEFIC	CIAL OWNE	RSHIP

	OMB APPRO	DVAL						
	OMB Number: 3235-028							
l	Estimated average burden							
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*  PATRICOF ALAN J				2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]					(Ch	elationship of eck all applic	able)	Person(s) to Iss			
(Last)	(Fi	rst)		3. Date of Earliest Transaction (Month/Day/Year) 09/30/2012						Officer below)	(give title	Other (s below)	specify		
598 MADISON AVENUE, 10TH FLOOR				4.	If Amendment, Date of Original Filed (Month/Day/Year)					6. lı	6. Individual or Joint/Group Filing (Check Applicable				
(Street) NEW YO	ORK N	<b>Y</b> :	10022						Line	X Form fi	Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(St	ate)	(Zip)												
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date			Transaction ate Month/Day/	Execution Date,		Code (Instr. 5)				Beneficia Owned F	es Form ally (D) o following (I) (Ir	orm: Direct )) or Indirect ) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code V	Amount	(A) or (D)	Price	Reported 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)	Conversion Date Execution or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date if any (Month/Day/Ye	Code	, Transaction Code (Instr.		ve es d ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and of Securiti Underlying Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	09/30/2012		A		291.56		(2)	(2)	Common Stock	291.56	\$110.61	26,125.18 <sup>(3)(</sup>	(4) 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. 2012 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.
- 4. Reflects an increase of 13.91 Phantom Stock Units to correct an administrative error on the Reporting Person's Form 4s filed on July 2, 2012 and August 2, 2012.

## Remarks:

/s/ Kelli A. DiLuglio, as 10/02/2012 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.