FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washing

wton D.C. 20E40	
gton, D.C. 20549	
	│ OMB APPROV

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP
SIAILMLINI	OI CHANGES	IN DENEL ICIAL	CVVIVEINSIIII

OMB Number: 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 <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PATRICOF ALAN J					<u> </u>	01111	toi	LICITES	IIVO [ D.	·		X Directo	r	10% Ov	vner	
(Last)	(Fi	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 04/30/2013								(give title	Other (s below)	specify
598 MADISON AVENUE, 10TH FLOOR				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable				
(Street) NEW YO	ORK N	Y	10022									Lin	X Form fi	led by One Re		
(City)	(S	tate)	(Zip)													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
1. Title of Security (Instr. 3)  2. Transar Date (Month/Date				Execution ay/Year) if any		A. Deemed Execution Date, f any Month/Day/Year)		3. Transaction Code (Instr. 8)  4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			Beneficia Owned F	es Forn ally (D) o Following (I) (Ir	m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)				
	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/Yea	ate, T	Code (Insti				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)
				c	ode	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Dividend Equivalent Rights	(1)	04/30/2013			A		160.03		(2)	(2)	Common Stock	160.03	\$109.43	27,101.93	D	

## **Explanation of Responses:**

## Remarks:

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

05/01/2013

\*\* 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.

<sup>1.</sup> The rights convert into Common Stock on a 1-for-1 basis.

<sup>2.</sup> Acquired as quarterly dividends on April 30, 2013. 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.