FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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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>LINDE DOUGLAS T</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP] | | | | | | | | heck all | | cable) | , | | |
|--|-----|------------|----------------|--------------------------------------|--|--|------------------------------------|---|------------|---|---|--|--|--|--|---|---|--|
| (Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2017 | | | | | | | | X Officer (give title below) President Other (spe below) | | | | | |
| (Street) BOSTON | | |)2199 (Zip) | 4. f | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | ne) X F F | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date | | | | Transaction te onth/Day/Ye | 2A. Deemed Execution Date, | | 3. Transacti Code (Ins 8) | 4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5) | | ed (A) or str. 3, 4 ar | 5. Amou Securitie Beneficia Owned F Reporter Transact (Instr. 3 a | | int of es Fori ially (D) of Following id (I) (I | | n: Direct r Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | |
| Derivative Conversion Date Execution Date, If any | | | Code (| ransaction of ode (Instr. Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Securit (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 | Exp Dat | piration te | Title | Amount or Number of Shares | | | | | | |
| LTIP Units ⁽¹⁾ | (2) | 02/14/2017 | | A | | 6,528 | | (2)(3) | | (2) | Common Stock, par value \$0.01 | 6,528 | \$0. | 25 | 139,32 | 5 | D | |

Explanation of Responses:

- 1. Represents units of limited partnership interest in Boston Properties Limited Partnership ("BPLP"), of which the Issuer is the general partner, earned (i.e., for which the performance-based hurdles have been met) pursuant to the Issuer's 2014 Multi-Year Long-Term Incentive Program (the "Program").
- 2. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a common unit of limited partnership interest in BPLP ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of Common Stock. LTIP Units have no
- 3. The 6,528 LTIP Units earned pursuant to the Program vested 50% upon being earned and 50% will vest on February 3, 2018.

Remarks:

/s/ Kelli A. DiLuglio, as 02/16/2017 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.