

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>2200 PENNSYLVANIA AVENUE, NW</u> (Street) <u>WASHINGTON DC 20037</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES INC [BXP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/26/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01	11/26/2012		C ⁽¹⁾		19,881	A	(5)	42,491	D	
Common Stock, par value \$.01	11/26/2012		C ⁽²⁾		4,901	A	(6)	47,392	D	
Common Stock, par value \$.01	11/26/2012		C ⁽³⁾		32,000	A	(6)	61,718	I	by Langley Lane LP ⁽³⁾
Common Stock, par value \$.01	11/26/2012		C ⁽⁴⁾		60,293	A	(6)	60,293	I	by Ritchey, LLC
Common Stock, par value \$.01	11/27/2012		S		17,484	D	\$101.453 ⁽⁷⁾	29,908	D	
Common Stock, par value \$.01	11/27/2012		S		7,298	D	\$102.6638 ⁽⁸⁾	22,610	D	
Common Stock, par value \$.01	11/27/2012		S		22,577	D	\$101.453 ⁽⁷⁾	39,141	I	by Langley Lane LP ⁽³⁾
Common Stock, par value \$.01	11/27/2012		S		9,423	D	\$102.6638 ⁽⁸⁾	29,718	I	by Langley Lane LP ⁽³⁾
Common Stock, par value \$.01	11/27/2012		S		42,539	D	\$101.453 ⁽⁷⁾	17,754	I	by Ritchey, LLC
Common Stock, par value \$.01	11/27/2012		S		17,754	D	\$102.6638 ⁽⁸⁾	0	I	by Ritchey, LLC

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/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
LTIP Units ⁽⁵⁾	(5)	11/26/2012		C ⁽¹⁾		19,881		(5)	(5)	Common OP Units	19,881	\$0.25	36,105	D	
Common OP Units ⁽⁶⁾	(5)(6)	11/26/2012		C ⁽¹⁾		19,881		(5)(6)	(5)(6)	Common Stock	19,881	(5)(6)	178,542	D	

**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/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common OP Units ⁽⁶⁾	(5)(6)	11/26/2012		C ⁽¹⁾			19,881	(5)(6)	(5)(6)	Common Stock	19,881	(5)(6)	158,661	D	
Common OP Units ⁽⁶⁾	(6)	11/26/2012		C ⁽²⁾			4,901	(6)	(6)	Common Stock	4,901	(6)	153,760	D	
Common OP Units ⁽⁶⁾	(6)	11/26/2012		C ⁽³⁾			32,000	(6)	(6)	Common Stock	32,000	(6)	0	I	by Langley Lane LP ⁽³⁾
Common OP Units ⁽⁶⁾	(6)	11/26/2012		C ⁽⁴⁾			60,293	(6)	(6)	Common Stock	60,293	(6)	7,317	I	by Ritchey, LLC
Common OP Units ⁽⁶⁾	(6)							(6)	(6)	Common Stock	35,600		35,600	I	by RAR/BP LLC
Common OP Units ⁽⁶⁾	(6)							(6)	(6)	Common Stock	89,493		89,493	I	by RAR Ritchey, LLC

Explanation of Responses:

- 19,881 of the Reporting Person's units of limited partnership (LTIP Units) in Boston Properties Limited Partnership (BPLP), of which the Issuer is the sole general partner, were converted into common units of limited partnership interest (Common OP Units) in BPLP by the Reporting Person and the Common OP Units were immediately redeemed for an equal number of shares of the Issuer's Common Stock in accordance with BPLP's Partnership Agreement.
- The Reporting Person redeemed 4,901 Common OP Units in BPLP for an equal number of shares of the Issuer's Common Stock in accordance with BPLP's Partnership Agreement.
- Langley Lane LP redeemed 32,000 Common OP Units in BPLP for an equal number of shares of the Issuer's Common Stock in accordance with BPLP's Partnership Agreement. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock and Common OP Units in BPLP except to the extent of his pecuniary interest therein.
- Ritchey, LLC redeemed 60,293 Common OP Units in BPLP for an equal number of shares of the Issuer's Common Stock in accordance with BPLP's Partnership Agreement.
- Represents units of limited partnership interest in BPLP, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. 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 OP Unit in BPLP. 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 expiration date.
- Represents Common OP Units in BPLP. Each Common OP Unit may be presented for redemption, at the election of the holder, for cash equal to the 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 redemption for one share of Common Stock. Common OP Units have no expiration date.
- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$101.13 to \$102.02, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$102.29 to \$102.94, inclusive. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

/s/ Kelli A. DiLuglio, Attorney-in-Fact 11/28/2012

** 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.

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