

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) C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW (Street) WASHINGTON DC 20037 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior EVP
	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2021	
	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 \$0.01	03/09/2021		C ⁽¹⁾		60,000	A	(1)	60,000	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				
LTIP Units ⁽²⁾	(2)	03/09/2021		C ⁽¹⁾			60,000	(2)	(2)	Common Stock, par value \$0.01	60,000	\$0.25	204,926	D	
Common OP Units	(3)	03/09/2021		C ⁽¹⁾			60,000	(3)	(3)	Common Stock, par value \$0.01	60,000	(1)(3)	148,805 ⁽⁴⁾	D	
Common OP Units	(3)	03/09/2021		C ⁽¹⁾			60,000	(3)	(3)	Common Stock, par value \$0.01	60,000	(1)(3)	88,805	D	
Common OP Units	(3)							(3)	(3)	Common Stock, par value \$0.01	31,265		31,265	I	By The Raymond A. Ritchey 2008 Family Trust
Common OP Units	(3)							(3)	(3)	Common Stock, par value \$0.01	10,500 ⁽⁴⁾		10,500 ⁽⁴⁾	I	By The Raymond A. Ritchey 2020 Grantor Retained Annuity Trust, dated June 11, 2020

Explanation of Responses:

- 60,000 of the Reporting Person's units of limited partnership interest ("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 redeemed for an equal number of shares of common stock of the Issuer ("Common Stock") pursuant to a Rule 10b5-1 plan entered into by the Reporting Person on February 23, 2021.
- Represents LTIP Units 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 BPLP or the holder, into a common unit of limited partnership interest ("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 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.
- Reflects the transfer on June 12, 2020 of 10,500 Common OP Units previously owned directly by the Reporting Person to the Raymond A. Ritchey 2020 Grantor Retained Annuity Trust, of which the reporting person is the sole trustee and beneficiary.

Remarks:

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

03/11/2021

** 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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