## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
l	OMB Number:	3235-0287
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l	hours per response:	0.5

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*  LINDE DOUGLAS T						2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]								Check X	all applic	r 10% C		wner	
(Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 800 BOYLSTON STREET						3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010									X Officer (give title below) Other (specify below)  President				
(Street) BOSTON MA 02199				_	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person											on			
(City)	(S		(Zip)					_				_							
Table I - Non-Deri  1. Title of Security (Instr. 3)  2. Transact Date (Month/Day				tion	n 2A. Deemed Execution Date,		ed Date,	3. Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an		(A) or		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code V		Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Common Stock, par value \$.01			05/27/2	2010	10					28,635	A	\$32.62	52(1) 58,721.747		1.7471	D			
Common Stock, par value \$.01		05/27/2	05/27/2010				S		28,635	D	\$77.04	43 <sup>(2)</sup>	30,086.74		D				
Common Stock, par value \$.01														7	'00	I	By Spouse		
Common Stock, par value \$.01														7	'00	I	By Trust		
Common Stock, par value \$.01														2,100		I	By Children		
			Table								posed of, , converti				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		if any	emed ion Date, /Day/Year)	4. Transa Code ( 8)			Expira	e Exerc ation D :h/Day/		7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivati Security			Ownershi Form: Iy Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)		
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amour or Numbe of Shares	mber					
Employee Stock Option (right to buy)	\$32.62 <sup>(1)</sup>	05/27/2010			M	M 28,635 (3)		3)	01/17/2012	Commo: Stock	n 28,63	635 \$0		100,000	D D				

#### **Explanation of Responses:**

1. In January 2008, the Issuer paid a special dividend of \$5.98 per share of common stock to all stockholders of record as of the close of business on December 31, 2007. In connection with these special dividends, the Issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for each special dividend to account for the effect of each special dividend. The number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of each special dividend. Pursuant to this adjustment, the number of shares underlying Mr. Linde's options increased by 7,555 from 121,080 to 128,635 in December 2007 and the per share exercise price was correspondingly decreased.

2. Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$76.7513 to \$77.17, 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.

3. The option vested in three equal annual installments beginning on January 17, 2003.

# Remarks:

/s/ Kelli A. DiLuglio, as 06/01/2010 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.