

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
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| 1. Name and Address of Reporting Person* ZUCKERMAN MORTIMER B (Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE (Street) BOSTON MA 02199 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2007 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 02/07/2007 | | S | | 3,800 | D | \$130.53 | 2,155,348 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 3,499 | D | \$130.52 | 2,151,849 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,500 | D | \$130.515 | 2,150,349 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 5,801 | D | \$130.51 | 2,144,548 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,600 | D | \$130.5072 | 2,142,948 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 21,261 | D | \$130.5 | 2,121,687 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 839 | D | \$130.49 | 2,120,848 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,500 | D | \$130.47 | 2,119,348 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,200 | D | \$130.4678 | 2,118,148 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,400 | D | \$130.45 | 2,116,748 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 5,000 | D | \$130.44 | 2,111,748 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 2,200 | D | \$130.43 | 2,109,548 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 2,000 | D | \$130.421 | 2,107,548 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 4,200 | D | \$130.41 | 2,103,348 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 100 | D | \$130.4 | 2,103,248 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 800 | D | \$130.3668 | 2,102,448 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 800 | D | \$130.36 | 2,101,648 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 5,001 | D | \$130.35 | 2,096,647 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 100 | D | \$130.34 | 2,096,547 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 4,384 | D | \$130.33 | 2,092,163 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 16 | D | \$130.32 | 2,092,147 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 2,200 | D | \$130.3181 | 2,089,947 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 4,100 | D | \$130.31 | 2,085,847 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,300 | D | \$130.3 | 2,084,547 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 400 | D | \$130.25 | 2,084,147 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 3,901 | D | \$130.21 | 2,080,246 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 900 | D | \$130.2 | 2,079,346 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 1,100 | D | \$130.194 | 2,078,246 | D | |
| Common Stock, par value \$.01 | 02/07/2007 | | S | | 900 | D | \$130.19 | 2,077,346 | D | |

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 | 02/07/2007 | | s | | 1,398 | D | \$130.18 | 2,075,948 | 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 | | | | | |

Explanation of Responses:

Remarks:

This is the third of six Form 4's the Reporting Person filed on February 8, 2007.

Kelli A. DiLuglio, As attorney- 02/08/2007
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.