FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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>LUSTIG MATTHEW J</u>					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									ck all appli Directo Officer	or (give title	g Pers	10% Ov Other (s	vner
(Last) (First) (Middle) C/O LAZARD FRERES REAL ESTATE INVESTORS					3. Date of Earliest Transaction (Month/Day/Year) 05/29/2013								below)			below)		
30 ROCKEFELLER PLAZA				4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)													X		filed by One		•	
NEW YORK NY 10020				_								Form filed by More than One Reporting Person						
(City)	(S	tate)	(Zip)															
		Tab	le I - Non-Dei	rivative	e Sec	curitie	s Ac	quired,	Dis	osed o	of, or B	enef	icially	y Owned	t			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					Execution Date			Code (Instr. 5)					Securition Benefici	Securities For Beneficially (D) Owned Following (I) (: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	Code V Amoun		(A) (D)	or F	Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
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. Transa Code (8)		n of		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)	y	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	or	ount nber ires					
LTIP Units ⁽¹⁾	(1)	05/29/2013		A		1,095		(1)(2)		(1)	Common OP Units		095	\$0.25	3,043		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, issued 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 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 expiration

2. The 1,095 LTIP Units will vest on the earlier of (i) May 29, 2014 and (ii) the date of the Issuer's 2014 annual meeting of stockholders.

Remarks:

/s/ Kelli A. DiLuglio, as 05/30/2013 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.