FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ı	UMB APPRO	JVAL
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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(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

1. Name and Address of Reporting Person* <u>Einiger Carol B.</u>					2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]						(Ch	elationship o eck all applic	able)	porting Person(s) to Issuer		
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC					3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011							Officer below)	(give title	Other (s below)	pecify	
ONE ROCKEFELLER PLAZA, 28TH FLOOR				4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Ir	6. Individual or Joint/Group Filing (Check Applicable				
(Street) NEW YORK NY 10020										Line	X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	ate)	(Zip)													
		Tab	le I - Non-E	Derivati	ve Se	curities	s Ac	quired, Di	sposed o	f, or Be	neficial	ly Owned				
Date				Transaction ate Month/Day/	Execution Date,		Code (Instr. 5)		ed (A) or tr. 3, 4 and	Beneficia	es Form ally (D) o Following (I) (In	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code V	Amount	(A) or (D)	Price	Transact (Instr. 3 a	ion(s)		msu. 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 (Month/Day/Year) if any (Month/Day/Year)		Code	saction (Instr.			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					
Phantom Stock Units	(1)	06/30/2011		A		210.01		(2)	(2)	Common Stock	210.01	\$106.16	8,606.14 ⁽³⁾	D		

Explanation of Responses:

- 1. The Phantom Stock Units convert to Common Stock on a 1-for-1 basis.
- 2. The Phantom Stock Units are awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties, Inc. Board of Directors.
- 3. Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. Common Stock.

Remarks:

/s/ Kelli A. DiLuglio, as 07/05/2011 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.