

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* POWERS JOHN FRANCIS			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]			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) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2020			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
BOSTON PROPERTIES, INC. 599 LEXINGTON AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10022								
(City) (State) (Zip)								

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	02/18/2020		C ⁽¹⁾		14,318	A	(1)		14,898.9582 ⁽²⁾	D		
Depository Shares of Series B Preferred Stock ⁽³⁾									7,272	D		
Common Stock, par value \$0.01									2,685	I	by trust	

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 ⁽⁴⁾	(4)	02/18/2020		C ⁽¹⁾			14,318	(4)	(4)	Common Stock, par value \$0.01	14,318	\$0.25	21,438	D	
Common OP Units ⁽⁵⁾	(5)	02/18/2020		C ⁽¹⁾		14,318		(5)	(5)	Common Stock, par value \$0.01	14,318	(1)(5)	14,318	D	
Common OP Units ⁽⁵⁾	(5)	02/18/2020		C ⁽¹⁾		14,318		(5)	(5)	Common Stock, par value \$0.01	14,318	(1)(5)	0	D	

Explanation of Responses:

- 14,318 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 the Issuer's Common Stock in accordance with BPLP's Partnership Agreement.
- Includes an aggregate of 276,292,189 shares of the Issuer's Common Stock which the Reporting Person acquired in July 3, 2017, July 2, 2018 and January 2, 2020 pursuant to the Boston Properties, Inc. 1999 Employee Stock Purchase Plan and an aggregate of 30,480,932 shares of the Issuer's Common Stock which the Reporting Person acquired in November 7, 2017, February 13, 2018, May 2, 2018, August 3, 2018, November 5, 2018, February 1, 2019, May 3, 2019, August 2, 2019, November 5, 2019 and February 4, 2020 pursuant to the Boston Properties, Inc. Dividend Reinvestment and Stock Purchase Plan.
- Complete Title of Security: Depository Shares Each Representing 1/100th of a Share of 5.25% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"). The Issuer pays cumulative cash dividends on the Series B Preferred Stock at a fixed rate of 5.25% per annum of the liquidation preference per share of the Series B Preferred Stock (equivalent to a fixed annual amount of \$1.3125 per Depository Share). The Depository Shares are not redeemable by the holders thereof, have no maturity date, are not convertible into or exchangeable for any other property or any security of the Issuer or any of its affiliates, and generally have no voting rights.
- Represents LTIP Units in BPLP, of which the Issuer is the general partner, 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 the holder, into a 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 the 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.

Remarks:

/s/ Kelli A. DiLuglio, as
Attorney-in-Fact 02/19/2020

** 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.

