FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number: Estimated average burden 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

Name and Address of Reporting Person* <u>Einiger Carol B.</u>						2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									ationship c all appli Directo	cable)	eporting Person(s) to I e) 10% (
(Last)	,	rst) ADVISORS, LLO	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2011									Officer below)	er (give title v)		Other (s below)	pecify	
630 FIFTH AVENUE				4. 11	If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
(Street)	ORK N	Y	10111										ine) X	,						
(City)	(S	tate)	(Zip)																	
		Tab	le I - Noi	n-Deriv	vative	Se	curities	s Ac	quired, D	isp	osed o	of, or Be	nefici	ally	Owned	d				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D					Executi			Code (Ins	Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			4 and Secur Benef Owne		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	<i>,</i>	Amount	(A) or (D)		e	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. Deeme Execution if any (Month/Day	Date,	4. Transa Code (8)		ı of		6. Date Exercisabl Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		De Se (In	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly Di or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable	Exp Dat	piration te	Title	Amour or Number of Shares	er						
Phantom Stock Units	(1)	03/31/2011			A		221.4		(2)		(2)	Common Stock	221.4	4 :	\$94.85	8,356.16	(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 04/04/2011 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.