SEC Form 4										
FORM 4 UNITE	D STATES S									
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed pursua		of the Securitie	IEFICIAL OWNI es Exchange Act of 1934 apany Act of 1940	ERSHIP	Estin	Number: nated average burn s per response:	3235-0287		
1. Name and Address of Reporting Person <sup>*</sup> <u>RITCHEY RAYMOND A</u>	BOS	er Name <b>and</b> Ticker TON PROPE <u>FNERSHIP</u> [	RTIES L		(Check all appl Direct	icable)	10% Owner			
(Last) (First) (Middle) C/O BOSTON PROPERTIES, INC.	3. Date 03/04	of Earliest Transac 2024	ction (Month/D	ay/Year)	below) below) Senior EVP of GP					
2200 PENNSYLVANIA AVENUE, NW	4. If An	nendment, Date of (	Original Filed	(Month/Day/Year)	Line)		p Filing (Check A			
(Street) WASHINGTON DC 20037						filed by Mo	e Reporting Pers re than One Rep			
(City) (State) (Zip)		eck this box to indica	te that a transa	on Indication ction was made pursuant to a is of Rule 10b5-1(c). See Ins	a contract, instructi	on or writter	ı plan that is intenc	led to		
Table I - No				oosed of, or Benefi	icially Owne		6. Ownership	7. Nature of		

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common OP Units <sup>(1)</sup>	03/04/2024		<b>C</b> <sup>(2)</sup>		14,150	A	(1)(2)	102,955	D		
Common OP Units <sup>(1)</sup>	03/04/2024		<b>C</b> <sup>(2)</sup>		14,150	D	(1)(2)	88,805	D		
Common OP Units <sup>(1)</sup>	03/06/2024		C <sup>(3)</sup>		14,150	D	(1)(3)	17,115	I	By The Raymond A. Ritchey 2008 Family Trust	
Common OP Units <sup>(1)</sup>								10,500	I	By The Raymond A. Ritchey 2020 Grantor Retained Annuity Trust, dated June 11, 2020	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities)															
Security or Ex (Instr. 3) Price Deriv	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 <sup>(4)</sup>	(4)	03/04/2024		<b>C</b> <sup>(2)</sup>			14,150	(4)	(4)	Common OP Units	14,150	\$0.25	156,813	D	
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## Explanation of Responses:

1. Represents common units of limited partnership interest ("Common OP Units") in the Issuer. Each Common OP 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 common stock of Boston Properties, Inc. ("BXP"), the Issuer's sole general partner, except that BXP may, at its election, acquire each Common OP Unit so presented for redemption for one share of BXP's common stock.

2. 14,150 of the reporting person's units of limited partnership interest ("LTIP Units") in the Issuer were converted into Common OP Units in the Issuer by the reporting person and the Common OP Units were redeemed for an equal number of shares of BXP's common stock, in accordance with the terms of the Issuer's Partnership Agreement.

3. The Raymond A. Ritchey 2008 Family Trust redeemed 14,150 Common OP Units in the Issuer for an equal number of shares of common stock of BXP, in accordance with the terms of the Issuer's Partnership Agreement.

4. Represents LTIP Units in the Issuer issued as long term incentive compensation pursuant to BXP'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 Issuer or the holder, into a 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 BXP's common stock, except that BXP may, at its election, acquire each Common OP Unit so presented for one share of BXP's common stock. LTIP Units have no expiration date.

**Remarks:** 

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

03/06/2024

\*\* 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.