FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL									
	OMB Number:	3235-0287								
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0.5

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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

								., 00	IIIVCStilic												
1. Name and Address of Reporting Person* JOHNSTON PETER D							2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
JOHNS	OTON PE	LIER D										,			Direct			10% Ov			
							Date of Earliest Transaction (Month/Day/Year)									r (give title)		Other (s below)	specify		
(Last) (First) (Middle) C/O BOSTON PROPERTIES, INC.							02/21/2012								9	Senior Vio	ce Pre	esident			
2200 PENNSYLVANIA AVENUE, NW							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street)					- 4. '	AIIIC	ilulliei	ii, Daie	or Origina	rriec	ı (IVIOITIII) L	ay/ rear)		Line		JohnyGroup) Filling	y (Check Ap	plicable		
. ,	IGTON D	OC.	20037												X Form	filed by One	e Repo	orting Perso	n		
					_										Form Perso		re thar	n One Repo	rting		
(City)	(5	State)	(Zip)												F 6130						
		Tab	le I - No	n-Deriv	/ative	Se	curit	ies Ac	quired	Dis	posed (of, or B	ene	ficial	y Owne	d					
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						Execution Da		on Date	e, Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			A) or 3, 4 and	Benefici	es ally Following	Form (D) o	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) (D)	or	Price	Transact (Instr. 3	tion(s)			(mstr. 4)		
Common	Stock, par	1/2012	/2012			C ⁽¹⁾		7,06	3 A	A (1		31,575.3941(2)			D						
		Т	able II -								osed of converti				Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,		ransaction Code (Instr.		ı of l		6. Date Exercisable and Expiration Date (Month/Day/Year)			nd of es ng re Se and 4	curity)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Co	Code	ode V	(A)	(D)	Date Exercisa		Expiration Date	Title	or Nu of	ımber							
LTIP Units	(3)	02/21/2012			C ⁽¹⁾			7,063	(3)	T	(3)	Common	7	,063	\$0.25	19,244		D			

${\bf Explanation\ of\ Responses:}$

- 1. 7,063 of the Reporting Person's units of limited partnership interest 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 immediately redeemed for an equal number of shares of Common Stock of the Issuer in accordance with BPLP's Partnership Agreement.
- 2. Includes 115.8151 shares which the Reporting Person acquired in July 2011 and January 2012 pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan, as amended.
- 3. Represents units of limited partnership interest in BPLP issued as long term incentive compensation pursuant to the Issuer's equity based compensatory 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. Each Common OP Unit may be redeemed, 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, acquire each Common OP Unit so presented for redemption for one share of Common Stock.

Remarks:

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

02/21/2012

** 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.