SEC Form 4	
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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
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

ONB NUMBER.	3235-0287
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			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Emiger Caro	<u>D.</u>				Director	10% Owner			
(Last) C/O POST ROC	(First) K ADVISORS, L	(Middle) LC	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2012		Officer (give title below)	Other (specify below)			
ONE ROCKEFELLER PLAZA, 28TH FLOOR		8TH FLOOR	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	lividual or Joint/Group Filing (Check Applicable				
(Street)	N 13 7	10020		X	Form filed by One Repo	orting Person			
NEW YORK	ORK NY 10020				Form filed by More that Person	n One Reporting			
(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)	if any	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	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. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 1 8)		of Expiration Date Derivative (Month/Day/Year) Securities Acquired		7. Title and Amount of Securities Underlying Derivative (Instr. 3 ar	f g Security	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)		
Dividend Equivalent Rights	(1)	07/31/2012		A		48.71		(2)	(2)	Common Stock	48.71	\$110.9	9,870.55	D	

Explanation of Responses:

1. The rights convert into Common Stock on a 1-for-1 basis.

2. Acquired as quarterly dividends on July 31, 2012. The rights were granted as a component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan or, following May 15, 2012, under the Boston Properties, Inc. 2012 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The rights 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 Board of Directors.

Remarks:

/s/ Kelli A. DiLuglio, as

Attorney-in-Fact

08/02/2012

** Signature of Reporting Person

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.

Date