Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON P Form 4 April 01, 20	ROPERTIES INC	C										
FORM	ΠΔ									OMB A	PPROVA	4L
Check th	UNITED	STATES		RITIES Ishingto				E COMMISS	ION	OMB Number:		-0287
if no lon subject t Section Form 4 of Form 5	ger STATEN o STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January Estimated average burden hours per response		2005 0.5
obligation may con See Instr 1(b).	tinue. Section 17	(a) of the I	Public U	Jtility Ho	old	ing Con		inge Act of 19 t of 1935 or Se 1940				
(Print or Type	Responses)											
1. Name and A Einiger Car	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP				5. Relationship of Reporting Person(s) to Issuer						
(Last) (First) (Middle)			3. Date of Earliest Transaction				- ((Check all applicable)				
C/O POST LLC, 610 F		(Month/Day/Year) 03/31/2008					_X_ Director10% Owner Officer (give titleOther (specify below)below)					
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 								
NEW YOR	K, NY 10020							Person	u by Ivit		eporting	
(City)	(State)	(Zip)	Tab	ole I - Non	n-D	erivative	Securities A	Acquired, Dispos	sed of,	or Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code	tion.]) ((A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	orm: Direct) or Indirect	7. Nature Indirect Benefici Ownersh (Instr. 4)	al 11p
Reminder: Rej	port on a separate line	e for each cla	ass of sec	urities ber	nefi	cially own	ed directly	or indirectly.				
						inform require	ation con ed to resp ys a curre	spond to the co tained in this fo ond unless the ently valid OMB	orm a e form	re not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of (Derivative Security		(Month/Day/Year)	(Instr. 8	or Disp (D)	(Instr. 3, 4,			(Inst		
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2008		А	217.2	.3	(2)	(2)	Common Stock	217.23	\$ 9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	04	4/01/2008					

**Signature of Reporting Person

Explanation of Responses:

- * 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).

Date

(1) The Phantom Stock Units convert to Common Stock on a 1-for-1 basis.

The Phantom Stock Units are awarded under 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

- (2) who elected to receive rhantom stock onts in hed of director cash compensation recs. The rhantom stock onts 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.