

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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	
OMB Number:	3235-0362
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1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW (Street) WASHINGTON DC 20037 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES INC [BXP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Executive Vice President
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value \$.01	03/15/2013		G	861.52	D	\$0	29,718 ⁽¹⁾	I	By Langley Lane LP

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)	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Common OP Units	(2)	03/15/2013		G		1,021.72	(2)	(2)	Common Stock	1,021.72	\$0	35,600 ⁽¹⁾	I	By RAR/BP LLC
Common OP Units	(2)						(2)	(2)	Common Stock	182,760		182,760 ⁽³⁾	D	
Common OP Units	(2)						(2)	(2)	Common Stock	60,493		60,493 ⁽³⁾	I	By RAR Ritchey, LLC
Common OP Units	(2)						(2)	(2)	Common Stock	7,317		7,317	I	By Ritchey, LLC

Explanation of Responses:

- Represents separate gifts of limited partnership interests in Langley Lane LP to the Raymond A. Ritchey 2012 Family Trust and the Raymond A. Ritchey 2012 Grantor Retained Annuity Trust. The gifts represent an aggregate 2.899% interest in Langley Lane LP. The Reporting Person disclaims beneficial ownership of the Issuer's Common Stock and common units of limited partnership interest (Common OP Units) in Boston Properties Limited Partnership (BPLP), of which the Issuer is the sole general partner, held by Langley Lane LP except to the extent of his pecuniary interest therein.
- Represents Common OP Units in BPLP. 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, at its election, acquire each Common OP Unit so presented for redemption for one share of Common Stock.
- Reflects the distributions to the reporting person of (1) 13,000 Common OP Units on December 10, 2012 and (2) 16,000 Common OP Units on December 10, 2013. The Common OP Units were previously owned indirectly by RAR Ritchey, LLC and were distributed to the reporting person as part of annual annuity payments. The reporting person is the sole member and manager of RAR Ritchey, LLC, which is owned by a grantor retained annuity trust of which the reporting person is the sole trustee and beneficiary.

Remarks:

/s/ Kelli A. DiLuglio, Attorney-in-Fact 02/13/2014

** 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.