

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>505 9TH STREET, NW</u> (Street) <u>WASHINGTON DC 20004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES LTD PARTNERSHIP [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President of BP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/27/2011</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common OP Units	06/27/2011		M ⁽¹⁾		29,060	A	\$0	187,471 ⁽³⁾⁽⁴⁾	D	
Common OP Units								100,000 ⁽³⁾	I	By RAR Ritchey LLC
Common OP Units								60,293 ⁽⁴⁾	I	By Ritchey, LLC
Common OP Units								35,244	I	By RAR/BP LLC
Common OP Units								356	I	By Spouse

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)	
				Code	V		Date Exercisable	Expiration Date						Title
LTIP Units ⁽²⁾	(2)	06/27/2011		M ⁽¹⁾		29,060	(2)	(2)	Common Stock	29,060	\$0.25	38,382	D	

Explanation of Responses:

- 29,060 of the Reporting Person's LTIP Units were converted into common units of limited partnership interest (Common OP Units) in the Issuer by the Reporting Person.
- Issued as long term incentive compensation pursuant to Boston Properties Inc.'s, ("BPI") the Issuer's general partner, 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 acquired upon conversion of an LTIP Unit may be redeemed, at the election of the holder, for cash equal to the then fair market value of a share of common stock of BPI except that the Issuer may, at its election as directed by BPLP, acquire each Common OP Unit so presented for redemption for one share of common stock of BPI.
- The Reporting Person previously reported the Common OP Units held by RAR Ritchey LLC as directly beneficially held but contributed them to RAR Ritchey LLC. The Reporting Person is the sole 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.
- The Reporting Person previously reported 45,957 of the Common OP Units held by Ritchey, LLC as directly beneficially held. The Reporting Person contributed 53,798 Common OP Units to Ritchey, LLC and Ritchey, LLC subsequently transferred 7,841 Common OP Units back to the Reporting Person as an annuity payment. The Reporting Person is the sole manager of 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 06/29/2011

** 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.

