

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>RITCHEY RAYMOND A</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>2200 PENNSYLVANIA AVENUE, NW</u> (Street) <u>WASHINGTON DC 20037</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/07/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Stock, par value \$0.01	08/16/2012		G	V	23,477.22 ⁽¹⁾	D	\$0	29,718 ⁽¹⁾	I	By Langley Lane LP
Common Stock, par value \$0.01	09/07/2012		F		9,406 ⁽²⁾	D	\$114.37	22,610	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common OP Units	(3)	08/16/2012		G	V		25,280	(3)	(3)	Common Stock	25,280	\$0	32,000 ⁽¹⁾	I	By Langley Lane LP
Common OP Units	(3)	08/16/2012		G	V		27,842.76	(3)	(3)	Common Stock	27,842.76	\$0	35,600 ⁽¹⁾	I	By RAR/BP LLC
Common OP Units	(3)							(3)	(3)	Common Stock	67,610		67,610 ⁽⁴⁾	I	By Ritchey, LLC
Common OP Units	(3)							(3)	(3)	Common Stock	89,493		89,493	I	By RAR Ritchey LLC
Common OP Units	(3)							(3)	(3)	Common Stock	158,661		158,661 ⁽⁴⁾	D	

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 79% interest in Lanley Lane LP. The reporting person disclaims beneficial ownership of 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.
- Shares withheld to satisfy the reporting person's tax obligation in connection with the vesting of restricted common stock.
- 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 distribution of 11,000 Common OP Units previously owned indirectly by Ritchey, LLC to the reporting person as part of an annual annuity payment on May 7, 2012. The reporting person is the sole member and 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 09/11/2012

** 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.