

**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
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1. Name and Address of Reporting Person* <b>JOHNSTON PETER D</b>  (Last) (First) (Middle) <b>C/O BOSTON PROPERTIES</b> <b>901 NEW YORK AVENUE, NW</b>  (Street) <b>WASHINGTON DC 20001</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BOSTON PROPERTIES INC [ BXP ]</b>	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) <b>Senior Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/05/2007</b>	
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 \$.01	02/05/2007		M		9,298	A	\$37.45 <sup>(1)</sup>	40,105.9712	D	
Common Stock, par value \$.01	02/05/2007		M		5,052	A	\$34.65 <sup>(2)</sup>	45,157.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$127.09	44,857.9712	D	
Common Stock, par value \$.01	02/05/2007		S		100	D	\$127.08	44,757.9712	D	
Common Stock, par value \$.01	02/05/2007		S		200	D	\$127.07	44,557.9712	D	
Common Stock, par value \$.01	02/05/2007		S		100	D	\$127.04	44,457.9712	D	
Common Stock, par value \$.01	02/05/2007		S		900	D	\$127.03	43,557.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$127.02	43,257.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$127.01	42,957.9712	D	
Common Stock, par value \$.01	02/05/2007		S		800	D	\$127	42,157.9712	D	
Common Stock, par value \$.01	02/05/2007		S		210	D	\$126.99	41,947.9712	D	
Common Stock, par value \$.01	02/05/2007		S		2,600	D	\$126.98	39,347.9712	D	
Common Stock, par value \$.01	02/05/2007		S		400	D	\$126.96	38,947.9712	D	
Common Stock, par value \$.01	02/05/2007		S		600	D	\$126.95	38,347.9712	D	
Common Stock, par value \$.01	02/05/2007		S		600	D	\$126.94	37,747.9712	D	
Common Stock, par value \$.01	02/05/2007		S		600	D	\$126.93	37,147.9712	D	
Common Stock, par value \$.01	02/05/2007		S		625	D	\$126.92	36,522.9712	D	
Common Stock, par value \$.01	02/05/2007		S		1,900	D	\$126.91	34,622.9712	D	
Common Stock, par value \$.01	02/05/2007		S		150	D	\$126.9	34,472.9712	D	
Common Stock, par value \$.01	02/05/2007		S		3,100	D	\$126.89	31,372.9712	D	
Common Stock, par value \$.01	02/05/2007		S		500	D	\$126.88	30,872.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$126.87	30,572.9712	D	
Common Stock, par value \$.01	02/05/2007		S		800	D	\$126.86	29,772.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$126.85	29,472.9712	D	
Common Stock, par value \$.01	02/05/2007		S		200	D	\$126.84	29,272.9712	D	
Common Stock, par value \$.01	02/05/2007		S		400	D	\$126.83	28,872.9712	D	
Common Stock, par value \$.01	02/05/2007		S		200	D	\$126.82	28,672.9712	D	
Common Stock, par value \$.01	02/05/2007		S		300	D	\$126.8	28,372.9712	D	
Common Stock, par value \$.01	02/05/2007		S		24	D	\$126.79	28,348.9712	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
Employee Stock Option (right to buy)	\$37.45 <sup>(1)</sup>	02/05/2007		M			9,298	(3)	01/18/2011	Common Stock	9,298	\$0	0 <sup>(1)</sup>	D	
Employee Stock Option (right to buy)	\$34.65 <sup>(2)</sup>	02/05/2007		M			5,052	(4)	01/17/2012	Common Stock	5,052	\$0	20,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- In January 2007, the issuer paid a special dividend of \$5.40 per share of common stock to all stockholders of record as of the close of business on December 29, 2006. In connection with this special dividend, the issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment the number of shares underlying Mr. Johnston's options increased by 444 from 8,854 to 9,289 and the per share exercise price was correspondingly decreased.
- Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 1,198 from 23,854 to 25,052 and the per share exercise price was correspondingly decreased.
- The options vested in three equal annual installments beginning on January 18, 2002.
- The options vested in three equal annual installments beginning on January 17, 2003.

**Remarks:**

This is the first of two Form 4's filed by the Reporting Person on February 7, 2007.

/s/ Kelli A. DiLuglio, as  
Attorney-in-Fact

02/07/2007

\*\* 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.**