FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549
raoriirigiori,	D.O.	_00.0

STATEMENT	OF	CHANGES	IN B	ENEFIC	IAL	OWNER	RSHIP

OMB APPROVAL									
OMB Number: 3235-028									
Estimated average burden									
hours per response	: 0.5								

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	Reporting Person*							er or Trading		XP]	(Che	elationship of the contract of	able)	Person(s) to Iss		
(Last) BOSTON	(Fi N PROPER	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2024] :	below)	(give title	Other (solution) ive Officer	specify	
599 LEXINGTON AVENUE					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YO	ORK N	Y	10022											led by More	eporting Perso han One Repo		
(City)	(Si	ate)	(Zip)		Ru	Rule 10b5-1(c) Transaction Indication											
						Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							d to				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Execution Date,		Transaction Disposed Of (I Code (Instr. 5)		ties Acquired (A) or I Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
							Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any			ransaction of ode (Instr. Derivative			6. Date Exerc Expiration Day/\(\frac{1}{2}\)	ate	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)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
				c	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
LTIP Units ⁽¹⁾	(2)	02/12/2024			A		47,253		(2)(3)	(2)	Common Stock, par value \$.01	47,253	\$0.25	770,806 ⁽⁴	D		

Explanation of Responses:

- 1. Represents units of limited partnership interest in Boston Properties Limited Partnership ("BPLP"), of which the Issuer is the general partner, earned (i.e., for which the performance-based hurdles have been met) pursuant to the Issuer's 2021 Multi-Year Long-Term Incentive Program (the "Program").
- 2. 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 BPLP or the holder, into a common unit of limited partnership interest in BPLP ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then 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 one share of the Issuer's common stock. LTIP Units have no expiration date.
- 3. The 47,253 LTIP Units earned pursuant to the Program vested in full upon being earned. Each earned LTIP Unit and Common OP Unit acquired upon conversion of such LTIP Unit is subject to an additional post-vesting holding period pursuant to which such LTIP Unit and Common OP Unit generally may not be transferred, and the redemption right associated with the Common OP Unit may not be exercised, until one year after the vesting date.
- 4. Reflects the forfeiture of 39,513 LTIP Units originally issued on February 2, 2021 pursuant to the Program that were previously reported as beneficially owned by the Reporting Person, but remained subject to certain performance-based vesting hurdles based on the Issuer's total shareholder return for the period from February 2, 2021 to February 1, 2024.

Remarks:

/s/ Kelli A. DiLuglio, as 02/14/2024 Attorney-in-Fact

** 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.