

RITCHEY RAYMOND A
Form 4
September 11, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RITCHEY RAYMOND A

(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

BOSTON PROPERTIES INC [BXP]

3. Date of Earliest Transaction (Month/Day/Year)

09/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect 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⁾
Common Stock, par value \$0.01	09/07/2012		F		9,406 ⁽²⁾	D	\$ 114.37
							22,610

By
Langley Lane LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	
					Code	V (A) (D)		Title	Amount or Number of Shares
Common OP Units	(3)	08/16/2012		G	V	25,280	(3)	(3)	Common Stock 25,280
Common OP Units	(3)	08/16/2012		G	V	27,842.76	(3)	(3)	Common Stock 27,842.76
Common OP Units	(3)						(3)	(3)	Common Stock 67,610
Common OP Units	(3)						(3)	(3)	Common Stock 89,493
Common OP Units	(3)						(3)	(3)	Common Stock 158,661

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RITCHEY RAYMOND A C/O BOSTON PROPERTIES, INC. 2200 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20037			Executive Vice President	

Signatures

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

09/11/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

(1) 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.

(2) 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

(3) 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

(4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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