

BOSTON PROPERTIES INC  
Form 4/A  
January 18, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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).

**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 \*  
**BURT FRANK D**

(Last) (First) (Middle)

**C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE**

(Street)

**BOSTON, MA 02199**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**BOSTON PROPERTIES INC [BXP]**

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

**11/28/2006**

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

**11/30/2006**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**Senior 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$.01   | 11/28/2006                           |  | C <sup>(1)</sup>               | 2,000 A   | 2,000 <sup>(3)</sup>  | I  | By spouse   |
| Common Stock, par value \$.01   | 11/29/2006                           |  | S                              | 2,000 D   | \$ 0 <sup>(3)</sup><br>114.85   | I  | By spouse   |
| Common Stock, par value \$.01   |                                      |  |                                |   | 6,303 <sup>(3)</sup>  | D  |   |

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

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 control number.

SEC 1474  
(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common OP Units                            | (2)  | 11/28/2006                           |  | C(1)                           | 2,000   | (1) (1)  | Common Stock  | 2,000 \$  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BURT FRANK D<br>C/O BOSTON PROPERTIES, INC.<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 |               |           | Senior Vice President |       |

## Signatures

/s/ Kelli A. DiLuglio, as attorney-in-fact  
11/30/2006

\*\*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).
- The Reporting Person redeemed the Common OP Units of Boston Properties Limited Partnership, of which the Issuer is the general partner. 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
- (1) Issuer's Common Stock ("Common Stock") except that the Issuer may, at its election, acquire the Common OP Unit presented for redemption for one share of Common Stock. The Issuer elected to redeem the Reporting Person's Common OP Units with Common Stock.
  - (2) 1 for 1
  - (3) Amended solely to correct the number of shares of Common Stock beneficially owned indirectly and directly by the Reporting Person following the reported transaction(s).

## Edgar Filing: BOSTON PROPERTIES INC - Form 4/A

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