Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 July 31, 200	PROPERTIES INC	C						
FORM	ЛЛ						PPROVAL	
	UNITED	STATES SE	ECURITIES A Washington,	ND EXCHANGE D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4 Form 5	nger STATEN to STATEN 16. or		WNERSHIP OF nge Act of 1934,	Expires: January 31 200 Estimated average burden hours per response 0.				
obligati may cor <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the Pub	lic Utility Hold	ding Company Act Company Act of 1	of 1935 or Sectio	n		
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> Einiger Carol B.			mbol	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
				ERTIES INC [BX]	(Check all applicable)			
(Last) (First) (Middle) C/O POST ROCK ADVISORS, LLC, 610 FIFTH AVENUE			Date of Earliest Tr onth/Day/Year) /31/2008	ransaction	XDirector10% Owner Officer (give titleOther (specify below)below)			
	(Street)	4. I	If Amendment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
NEW YOF	RK, NY 10020		ed(Month/Day/Year	-	Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting Po	erson	
(City)	(State)	(Zip)	Table I - Non-D	Derivative Securities A	Acquired. Disposed o	f. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	3. e, if Transaction Code	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities I Beneficially (Owned (7. Nature of Indirect	
Reminder: Re	port on a separate line	e for each class o	of securities benef		spond to the collec		SEC 1474	
				required to resp	tained in this form ond unless the for ntly valid OMB cor	m	(9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

Edgar Filing: BOSTON PROPERTIES INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquire (A) or Dispose (D) (Instr. 3 and 5)	d of				1)	(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	07/31/2008		А		31.59		(2)	(2)	Common Stock	31.59	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 610 FIFTH AVENUE NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	07	7/31/2008					
**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).
- (1) The rights convert into Common Stock on a 1-for-1 basis.

Acquired as quarterly dividends on July 31, 2008. The rights were granted as a component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee

(2) directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The rights are to be settled in shares of Common Stock (except that fractional units, if any, will be settled in cash) upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.