

BOSTON PROPERTIES INC
 Form 4
 April 06, 2006

FORM 4

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

OMB APPROVAL

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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 *
TURCHIN MARTIN

(Last) (First) (Middle)

CB RICHARD ELLIS, 200 PARK AVENUE

(Street)

NEW YORK, NY 10166

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

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

04/04/2006

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$.01 | 04/04/2006 | | S | | 2,000 D \$ 91.25 | 3,000 | D |
| Common Stock, par value \$.01 | 04/05/2006 | | M | | 5,180 A \$ 32.82 (1) | 8,180 | D |
| Common Stock, par value \$.01 | 04/05/2006 | | M | | 5,180 A \$ 35.53 (1) | 13,360 | D |
| Common Stock, par | 04/05/2006 | | M | | 5,180 A \$ 35.05 | 18,540 | D |

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| value \$.01 | | | | | (1) | | | |
|-------------------------------|------------|---|-------|---|----------|--------|--|-------------|
| Common Stock, par value \$.01 | 04/05/2006 | S | 2,300 | D | \$ 90.45 | 16,240 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 2,700 | D | \$ 90.4 | 13,540 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 5,000 | D | \$ 90.36 | 8,540 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 340 | D | \$ 90.33 | 8,200 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 600 | D | \$ 90.3 | 7,600 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 100 | D | \$ 90.27 | 7,500 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 400 | D | \$ 90.26 | 7,100 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 100 | D | \$ 90.25 | 7,000 | | D |
| Common Stock, par value \$.01 | 04/05/2006 | S | 4,000 | D | \$ 90.23 | 3,000 | | D |
| Common Stock, par value \$.01 | | | | | | 500 | | I By Trust |
| Common Stock, par value \$.01 | | | | | | 500 | | I By Spouse |

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)

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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 each of these options increased by 180 from 5,000 to 5,180 and the per share exercise prices were correspondingly decreased.

- (2) The options vested in two equal annual installments beginning on May 13, 1999.
- (3) The options vested in two equal annual installments beginning on May 12, 2000.
- (4) The options vested in two equal annual installments beginning on May 10, 2001.

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