

BOSTON PROPERTIES INC

Form 4

August 31, 2006

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 *
LINDE DOUGLAS T

(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)

08/30/2006

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 __X__ 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	08/30/2006		M	10,000 A \$ 39.33	45,121.7471	D	
Common Stock, par value \$.01	08/30/2006		S	200 D \$ 101.47	44,921.7471	D	
Common Stock, par value	08/30/2006		S	898 D \$ 101.48	44,023.7471	D	

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\$.01

Common Stock, par value	08/30/2006	S	300	D	\$ 101.4851	43,723.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	100	D	\$ 101.49	43,623.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	802	D	\$ 101.5	42,821.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	500	D	\$ 101.51	42,321.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	200	D	\$ 101.5192	42,121.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	2,400	D	\$ 101.52	39,721.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	200	D	\$ 101.5276	39,521.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	100	D	\$ 101.53	39,421.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	1,200	D	\$ 101.54	38,221.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	1,000	D	\$ 101.55	37,221.7471	D
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\$.01

Common Stock, par value	08/30/2006	S	600	D	\$ 101.56	36,621.7471	D
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\$.01

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Common Stock, par value \$.01	08/30/2006	S	100	D	\$ 101.57	36,521.7471	D	
Common Stock, par value \$.01	08/30/2006	S	600	D	\$ 101.6	35,921.7471	D	
Common Stock, par value \$.01	08/30/2006	S	600	D	\$ 101.61	35,321.7471	D	
Common Stock, par value \$.01	08/30/2006	S	200	D	\$ 101.67	35,121.7471	D	
Common Stock, par value \$.01						700	I	By Wife
Common Stock, par value \$.01						700	I	By Family Trust
Common Stock, par value \$.01						2,100	I	By Family Members

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.

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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)	Date Exercisable	Expiration Date	Title	Amount or Number

Employee Stock Option (right to buy)	\$ 39.33	08/30/2006	M	10,000	<u>(1)</u>	06/23/2007	Common Stock	10,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDE DOUGLAS T C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199			EVP & CFO	

Signatures

/s/ Eric G. Kevorkian, as Attorney-in-Fact	08/31/2006
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__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 option vested in three equal annual installments beginning on January 18, 2002.

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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