LINDE DOUGLAS T

Form 4

February 12, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

1. Name and Address of Reporting Person *

02/08/2007

Common

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

See Instruction

| LINDE DOUGLAS T | | | Symbol BOSTON PROPERTIES INC [BXP] | | | | C | Issuer | | | | |
|--|--|----------------|--|---|--|--------|--------------|--|--|---|--|--|
| (Last) | (First) | (Middle) | | of Earliest T | | | [DAF] | (Chec | k all applicable | () | | |
| C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE | | | (Month/Day/Year) 02/08/2007 | | | | | Director 10% Owner Specify Other (specify below) EVP & CFO | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| BOSTON, MA 02199 | | | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-I | Derivative | Secu | rities Acqu | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) |) Executio any | | 3. Transaction Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose | d of (D) | 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 | | | | Code V | Amount | (D) | Price | (msur. 5 and 4) | | | | |
| Stock, par value \$.01 | 02/08/2007 | | | S | 200 | D | \$ 131.15 | 43,450.7471 | D | | | |
| Common Stock, par value \$.01 | 02/08/2007 | | | S | 300 | D | \$ 131.12 | 43,150.7471 | D | | | |
| Common Stock, par value \$.01 | 02/08/2007 | | | S | 300 | D | \$ 131.1 | 42,850.7471 | D | | | |

S

200

D

\$

42,650.7471

D

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| Stock, par value \$.01 | | | | | 131.09 | | |
|-------------------------------------|------------|---|-----|---|--------------|-------------|---|
| Common Stock, par value \$.01 | 02/08/2007 | S | 400 | D | \$ 131.01 | 42,250.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.97 | 42,050.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.78 | 41,850.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.66 | 41,750.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.56 | 41,650.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.53 | 41,550.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.52 | 41,450.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.51 | 41,350.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.49 | 41,250.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.48 | 41,150.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.44 | 40,950.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.43 | 40,850.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.39 | 40,650.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.37 | 40,550.7471 | D |

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| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.35 | 40,350.7471 | D |
|-------------------------------------|------------|---|-----|---|--------------|-------------|---|
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.33 | 40,250.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.32 | 40,150.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 130.31 | 39,950.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.29 | 39,850.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.28 | 39,750.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.23 | 39,650.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.21 | 39,550.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.2 | 39,450.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.07 | 39,350.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 100 | D | \$ 130.04 | 39,250.7471 | D |
| Common Stock, par value \$.01 | 02/08/2007 | S | 200 | D | \$ 129.98 | 39,050.7471 | 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)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | Lacroisdoic | Dute | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

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

02/12/2007

**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).

Remarks:

This is the second of four Form 4's the Reporting Person filed on February 12, 2007.

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.

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