## Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON I Form 4 April 01, 20	PROPERTIES INC	C								
FOR	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287	
Check i if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Ins 1(b).	to 16. or Filed put ons ntinue.		Section T Public U	SECUI	<b>RITIES</b> ne Secu lding Co	Estimated burden hoi response	Estimated average burden hours per response 0.5			
(Print or Type	Responses)									
	Address of Reporting N RICHARD E	Person *	Symbol	er Name <b>an</b> ON PROF		or Trading S INC [BX]	Issuer Pl	of Reporting Per		
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransactic	n	(Ch	leek an applicabl	()	
MECOX VENTURES, 610 FIFTH AVENUE			(Month/Day/Year) 03/31/2008				_X_ Director10% Owner Officer (give titleOther (specify below)below)			
				endment, D onth/Day/Yea	-	nal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YO	RK, NY 10020						Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	ve Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Ro	eport on a separate line	e for each cl	ass of sec	urities bene	Pers info requ	ons who rearmation con	or indirectly. spond to the colle tained in this forr ond unless the fo ently valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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(Instr. 3)	Price of (Month/Day/Year) Derivative Security		(Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Inst	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2008		А	268.82		(2)	(2)	Common Stock	268.82	\$9

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
1 8	Director	10% Owner	Officer	Other		
SALOMON RICHARD E MECOX VENTURES 610 FIFTH AVENUE NEW YORK, NY 10020	Х					
Signatures						
/s/ Kalli A Dil uglio as						

/s/ Kelli A. DiLuglio, as Attorney-in-Fact 04/01/2008 <u>\*\*</u>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 Phantom Stock Units convert to Common Stock on a 1-for-1 basis.

The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units are to be settled in

- (2) who elected to receive rhantom stock onts in hed of director cash compensation rees. The rhantom stock of the set 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, Inc. Board of Directors.
- (3) Includes Phantom Stock Units received pursuant to dividend equivalent rights which were credited to the Reporting Person when and as dividends were paid on Boston Properties, Inc. Common Stock.

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.