

BOSTON PROPERTIES INC
Form 4
August 18, 2016

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 *
POWERS JOHN FRANCIS

(Last) (First) (Middle)

BOSTON PROPERTIES, INC., 599 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BOSTON PROPERTIES INC [BXP]

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

08/17/2016

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)

Executive Vice President

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01	08/17/2016		S	10,000 D \$ 141.9025 (1)	274.19 (2)	D	
Common Stock, par value \$0.01					2,685	I	by trust
Depository Shares of Series B Preferred Stock (3)	08/17/2016		P	7,272 A \$ 25.9964 (4)	7,272	D	

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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWERS JOHN FRANCIS BOSTON PROPERTIES, INC. 599 LEXINGTON AVENUE NEW YORK, NY 10022			Executive Vice President	

Signatures

Kelli A. DiLuglio, as Attorney-in-Fact 08/18/2016

__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).
- Represents the weighted average sale price. These shares were sold in multiple transactions at sale prices ranging from \$141.90 to \$141.935 inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (1) Includes an aggregate of 274.19 shares which the Reporting Person acquired in January 2015, July 2015 and July 2016 pursuant to the Boston Properties, Inc. 1999 Non-Qualified Employee Stock Purchase Plan.
 - (2) Complete Title of Security: Depositary Shares Each Representing 1/100th of a Share of 5.25% Series B Cumulative Redeemable Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"). The Issuer pays cumulative cash dividends on the Series B Preferred Stock at a fixed rate of 5.25% per annum of the liquidation preference per share of the Series B Preferred Stock (equivalent to a

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fixed annual amount of \$1.3125 per Depositary Share). The Depositary Shares are not redeemable by the holders thereof, have no maturity date, are not convertible into or exchangeable for any other property or any security of the Issuer or any of its affiliates, and generally have no voting rights.

- (4) Represents the weighted average purchase price per share. These shares were purchased in multiple transactions at purchase prices ranging from \$25.94 to \$26.00 inclusive. The Reporting Person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

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.