Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON PROPERTIES IN Form 4 October 02, 2008	С									
FORM 4 UNITED	STATES		RITIES A			COMMISSION	÷=	PPROVAL 3235-0287		
Subject to Section 16. Form 4 or		SECU	RITIES		WNERSHIP OF	Expires: Estimated burden hou response	urs per			
obligations Flied Pu	(a) of the l	Public U	tility Hol	ding Coi		nge Act of 1934, of 1935 or Section 940	on			
(Print or Type Responses)										
1. Name and Address of Reporting BAIRD ZOE	Symbol	er Name and ON PROP		Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (10 ROCKEFELLER PLAZA	(Middle) A				(Chec			ck all applicable) e title 10% Owner title Other (specify below)		
Filed(Month/Da				th/Day/Year) Applicable Line) _X_Form filed by				Ioint/Group Filing(Check One Reporting Person More than One Reporting		
NEW YORK, NY 10020						Person	whole than one it	eporting		
(City) (State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
				inforr requi	nation cont red to respo iys a curre	spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not rm	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	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

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	Derivative Security			(D)	(Instr. 3, 4,						
			Code	V	(A)	(D)		Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	09/30/2008	А		205.53		(2)	(2)	Common Stock	205.53	\$9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BAIRD ZOE 10 ROCKEFELLER PLAZA NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact		10/02/	2008				
<u>**</u> Signature of Reporting Person		Da	ite				

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 Second Amendment and Restatement of 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 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.

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