## Edgar Filing: Einiger Carol B. - Form 4

Einiger Carol B. Form 4										
April 04, 2011										
FORM 4	UNITED	STATES					E COMMISSIO		APPROVAL 3235-0287	
Check this box		Washington, D.C. 20549								
if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 average urs per 0.5	
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940										
(Print or Type Respon	uses)									
1. Name and Address of Reporting Person <u>*</u> Einiger Carol B.			2. Issuer Name <b>and</b> Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]			<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>[?] (Check all applicable)</li></ul>				
(Last) (I	First) (1	Middle)					ieek an applicab	k un applicable)		
C/O POST ROCK ADVISORS, LLC, 630 FIFTH AVENUE			(Month/Day/Year) 03/31/2011			X_ Director10% Owner Officer (give titleOther (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NEW YORK, NY	7 10111						Person		teporting	
(City) (S	State)	(Zip)	Tab	ole I - Non-l	Derivativ	ve Securities	Acquired, Disposed	of, or Beneficia	ally Owned	
	nsaction Date h/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	(A) or ed of (D) g, 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: Report on	a separate line	for each cl	ass of sec	urities bene	Pers info requ disp	sons who re rmation con uired to resp	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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A) or Disposed of (D) (Instr. 3, 4,			(Instr.	
			Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2011	А	221.4	(2)	(2)	Common Stock	221.4	\$ 94

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 9	Director	10% Owner	Officer	Other		
Einiger Carol B. C/O POST ROCK ADVISORS, LLC 630 FIFTH AVENUE NEW YORK, NY 10111	Х					
Signatures						
/s/ Kelli A. DiLuglio, as Attorney-in-Fact	04	4/04/2011				
**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 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

- (2) And incentive ratio for employee directors who elected to receive rational order of the of director cash compensation receiver rational 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.