## Edgar Filing: BACOW LAWRENCE S - Form 4

BACOW LAV Form 4	WRENCE S							
July 02, 2009								
<b>FORM</b>	4				OMB A	PPROVAL		
	UNITED	STATES SE	CURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contir <i>See</i> Instruct	Filed pur Section 17	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						
1(b).								
(Print or Type Re	esponses)							
1. Name and Address of Reporting Person <u>*</u> BACOW LAWRENCE S			Issuer Name <b>and</b> Ticker or Trading bol STON PROPERTIES INC [BXF	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			ate of Earliest Transaction	(Check all applicable)				
TUFTS UNIVERSITY, 161 PACKARD AVENUE			nth/Day/Year) 30/2009	_X_ Director Officer (give t below)		6 Owner er (specify		
(Street)			Amendment, Date Original d(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>				
MEDFORD,	MA 02155			Person		porting		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficial	lly Owned		
	. Transaction Date Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code Disposed of (D)	SecuritiesForBeneficially(DOwned(D)	Ownership orm: Direct )) or Indirect ) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Repor	rt on a separate line	for each class of	f securities beneficially owned directly o	or indirectly.				
			Persons who res information cont required to respo	pond to the collect ained in this form a ond unless the form ntly valid OMB cont	re not	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

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(Instr. 3)	3) Price of (Ma Derivative Security		(Month/Day/Year)	(Instr. 8	Í	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/30/2009		А		348.96		(2)	(2)	Common Stock	348.96	\$ •

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r U	Director	10% Owner	Officer	Other		
BACOW LAWRENCE S TUFTS UNIVERSITY 161 PACKARD AVENUE MEDFORD, MA 02155	Х					
Signatures						
/s/ Kelli A. DiLuglio, as Attorney-in-Fact		07/02/	2009			

<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 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 ran to non-employee directors who elected to receive random stock of the of director cash compensation recs. 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.