Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON PRO Form 4 July 01, 2013	OPERTIES INC	2								
FORM	Δ							-	PPROVAL	
-	UNITED	STATES		RITIES A shington		COMMISSIO	N OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	r STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per . 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 1940										
(Print or Type Re	esponses)									
1. Name and Address of Reporting Person <u>*</u> BUDINGER ZOE BAIRD			Symbol	er Name and			5. Relationship of Reporting Person(s) to Issuer			
		BOST	ON PROP	PERTIES	INC [BXI	[P] (Ch	eck all applicabl	k all applicable)		
(Last)	(First) (1	Middle)		f Earliest T	ransaction					
10 ROCKEFELLER PLAZA			(Month/I 06/30/2	Day/Year) 2013			X_ Director10% Owner Officer (give titleOther (specify below)below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW YORK	, NY 10020						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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	rt on a separate line	for each cla	ass of secu	urities bene	ficially ow	ned directly	or indirectly.			
T					-	-	spond to the colle	ection of	SEC 1474	
					inforr requi	nation cont red to resp ays a curre	ained in this form ond unless the fo ntly valid OMB co	n are not orm	(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			or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/30/2013	A		201.83		(2)	(2)	Common Stock	201.83	\$ 1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BUDINGER ZOE BAIRD 10 ROCKEFELLER PLAZA NEW YORK, NY 10020	Х						
Signatures							
/s/ Kelli A. DiLuglio, as Attorney-in-Fact		07/01/	2013				
<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 Boston Properties, Inc. 2012 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.