Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON F Form 4 July 05, 200	PROPERTIES IN(C										
FORM	ЛЛ	STATES					GE CO	OMMISSI	ON	OMB A	PPROVA	
Check t if no lor subject Section Form 4 Form 5 obligation	nger to 16. or Filed put	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES Filed pursuant to Section 16(a) of the Securities Excha Section 17(a) of the Public Utility Holding Company Ac							ange Act of 1934,			-0287 ry 31, 2005 0.5
may con <i>See</i> Inst 1(b).	itinue.			•	•	any Act of			ction			
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> PATRICOF ALAN J			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXI			I	5. Relationship of Reporting Person(s) to Issuer(Check all applicable)					
(Last) (First) (Middle) APAX PARTNERS, INC., 445 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006			_	X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) NEW YORK, NY 10022			4. If Amendment, Date Original Filed(Month/Day/Year)			A _	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
(City)	(State)	(Zip)				~		erson				
1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3	rities ed (A) or ed of (D) 5, 4 and 5) (A) or	5. A Sect Ben Own Foll Rep Trat	red, Dispose amount of urities beficially ned lowing borted nsaction(s) tr. 3 and 4)	6. Fo (D (I)	or Beneficia Ownership rm: Direct) or Indirect astr. 4)	7. Nature Indirect	e of al iip
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Pers info requ disp	sons who r rmation co uired to res	respon ontaine spond	lirectly. d to the co d in this fo unless the valid OMB	orm a form	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)	Price of Derivative Security	Derivative		str. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst	
			Coo	de V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/30/2006	А	L	226.73		(2)	(2)	Common Stock	226.73	Q

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
PATRICOF ALAN J APAX PARTNERS, INC. 445 PARK AVENUE NEW YORK, NY 10022	Х						
Signatures							
/s/ Kelli A. DiLuglio, as							

Attorney-in-Fact 07/05/2006 <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 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 upon the Reporting Person's retirement from the Boston Properties Board of Directors.

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.