## Edgar Filing: BOSTON PROPERTIES INC - Form 4

BOSTON Pl Form 4 April 04, 20	ROPERTIES INC	C									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check th if no long	Tor.							Expires:	January 31, 2005		
subject to Section 1 Form 4 c	6. <b>SIAIE</b> N	CHAI		I BENEF RITIES	TCIAL OV	WNERSHIP OF	Estimated burden hou response	average urs per			
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 ]	Responses)										
1. Name and A PATRICOF	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
			BOST	ON PROI	PERTIES	INC [BXI	(Check all applicable)				
(Last)	(First) (	Middle)		of Earliest T Dav/Year)	Fransaction		X_ Director 10% Owner				
GREYCRO MADISON FLOOR	(Month/Day/Year) 03/31/2017				Officer (giv below)		her (specify				
				endment, D onth/Day/Yea	-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YOR	K, NY 10017						Person	wore than one K	epotting		
(City)	(City) (State) (Zip) <b>Table I - Non-Derivative Securitie</b>				Securities A	es Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(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)		
Domindor: Dor	ort on a concrete line	for each al	and of soo	uritics hone	ficially on	and directly	ar indiractly				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.       Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.       SEC 1474 (9-02)											
	Tab					sposed of, or convertible s	Beneficially Owned securities)	I			

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

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Security (Instr. 3)			any (Month/Day/Year)			(Month/Day/Year)		(Instr. 3 and 4)		Sec (Ins	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	Ш	03/31/2017		А	195.42		(2)	<u>(2)</u>	Common Stock, par value \$0.01	195.42	\$ 1
Repoi	ting Ov	wners									
<b>Reporting Owner Name / Address</b>			Relationships								
		Director	10% Owner	Officer	Oth	er					
GREYCR	OF ALAN J OFT, LLC DISON AVEN	NUE, 20TH FLOO	OR X								

# Signatures

# Signatures

/s/ Kelli A. DiLuglio, as Attorney-in-Fact

NEW YORK, NY 10017

04/04/2017

\*\*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. 2012 Stock Option and Incentive Plan (the "2012 Plan") to non-employee directors who elected to receive Phantom Stock Units in lieu of director cash compensation fees. The Phantom Stock Units

- (2) Inditemployee directors who elected to receive rhandom stock offits in field of director cash compensation rees. The rhandom stock offits 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.
- Includes 198.30 Phantom Stock Units acquired as quarterly dividend equivalent rights on January 30, 2017. The rights were granted as a
  (3) component of the Phantom Stock Units that were awarded under the Second Amendment and Restatement of the Boston Properties, Inc. 1997 Stock Option and Incentive Plan or, following May 15, 2012, under the 2012 Plan.

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.