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Form

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ft-width: 1; border-right-width: 1; border-bottom-width: 1">1.Title of Security
 (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3. Transaction Code
 (Instr. 8)4. Securities Acquired (A) or Disposed of (D)
 (Instr. 3, 4 and 5)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)CodeVAmount(A) or (D)Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
LTIP Units	(1)	12/22/2008		A	652	(1)(2) (1)	Common Stock	652 \$ 0.25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISEMAN FREDERICK J C/O CI CAPITAL PARTNERS LLC 500 PARK AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Kelli A. DiLuglio, as Attorney-in-Fact
 12/22/2008
 **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).

Represents units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the

(1) election of the holder, into a common unit of limited partnership interest in BPLP (Common Unit). Each Common Unit acquired upon conversion of an LTIP Unit may be redeemed, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire a Common Unit presented for redemption for one share of Common Stock.

(2) The LTIP Units vest over two years with 50% vesting on December 22, 2009 and 50% vesting on December 22, 2010.

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.