

BOSTON PROPERTIES INC  
Form 8-K  
May 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 12, 2009

**BOSTON PROPERTIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-13087  
(Commission File Number)

04-2473675  
(IRS Employer  
Identification No.)

800 Boylston Street, Suite 1900, Boston, Massachusetts 02199-8103

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(Address of Principal Executive Offices) (Zip Code)

(617) 236-3300

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

**OP Unit Redemption Registration**

On May 12, 2009, Boston Properties, Inc. (the Company) filed with the Securities and Exchange Commission a prospectus supplement dated May 12, 2009 (the Prospectus Supplement) to its prospectus dated November 12, 2008, which was included in its automatic shelf registration statement on Form S-3 (No. 333-155309) (the Registration Statement). The Prospectus Supplement relates to the 150,000 shares of the Company's common stock that may be issued from time to time if, and to the extent that, a holder of an equal number of common units of limited partnership interest (the OP Units) in Boston Properties Limited Partnership, the Company's operating partnership, issued on May 12, 2008, presents such OP Units for redemption, and the Company exercises its right to issue shares of its common stock instead of paying a cash amount.

The Company is filing the opinion of its counsel, Goodwin Procter LLP, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this report:

**Exhibit**

**Number Description of Exhibits**

- |       |  |
|-------|--|
| +5.1  | Opinion of Goodwin Procter LLP as to the legality of the securities being registered.                                |
| +23.1 | Consent of Goodwin Procter LLP (contained in its opinion filed as Exhibit 5.1 and incorporated herein by reference). |

+ Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON PROPERTIES, INC.

Date: May 12, 2009

By: /s/ Douglas T. Linde  
Name: Douglas T. Linde  
Title: President

**EXHIBIT INDEX**

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