

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-31**

SEC Accession No. **0001246991-10-000155**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

TWARDOCK DAVID A

CIK: **1229891**

Type: **4** | Act: **34** | File No.: **000-50209** | Film No.: **10870217**

Mailing Address
*PRUDENTIAL MORTGAGE
CAPITAL CO LLC
100 MULBERRY STREET
NEWARK NJ 07102*

ISSUER

BOSTON PROPERTIES LTD PARTNERSHIP

CIK: **1043121** | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **6798** Real estate investment trusts

Mailing Address
*800 BOYLSTON STREET
SUITE 1900
BOSTON MA 02199*

Business Address
*800 BOYLSTON STREET
SUITE 1900
BOSTON MA 02199
6172363300*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden
 hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person TWARDOCK DAVID A			2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES LTD PARTNERSHIP [N/A]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2010			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
PRUDENTIAL MORTGAGE CAPITAL COMPANY, 100 MULBERRY STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) NEWARK, NJ 01702								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)
			Code	V	Amount	(A) or (D)	Price			
Common OP Units	05/31/2010		M	(1)	2,262	A	(2)	2,262	D	
Common OP Units	05/31/2010		M	(1)	2,262	D	(2)	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
LTIP Units (2)	(2)	05/31/2010		M	(1)	2,262	(2)	(2)	Common Stock	2,262	\$0.25	2,068	D

Explanation of Responses:

1. 2,262 of the Reporting Person's units of limited partnership interest in the Issuer were converted into common units of limited partnership interest (Common OP Units) in the Issuer by the Reporting Person and the Common OP Units were immediately redeemed for an equal number of shares of Common Stock of Boston Properties, Inc., the Issuer's sole general partner, in accordance with the Issuer's Partnership Agreement.
2. Issued pursuant to Boston Properties Inc.'s equity based incentive 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 election of the holder, into a Common OP Unit. Each Common OP 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 common stock of Boston Properties, Inc. except that Boston Properties, Inc. may, at its election as directed by the Issuer, acquire each Common OP Unit so presented for redemption for one share of common stock of Boston Properties, Inc.

Signatures

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

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.