

BERKSHIRE INCOME REALTY, INC.
Form 4
August 29, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRUPP DOUGLAS

(Last) (First) (Middle)

**BERKSHIRE INCOME REALTY
INC, ONE BEACON ST STE 1500**

(Street)

BOSTON, MA 02108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**BERKSHIRE INCOME REALTY,
INC. [BIR.PR.A]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount or Price | | |
| Class B Common Stock | 08/27/2013 | | P ⁽¹⁾ | A | \$ 63,560 3.48 | I | Through Krupp Family Limited Partnership-94 ⁽¹⁾ |
| Class B Common Stock | | | | | 1,283,313 | I | Through KRF Company, L.L.C. ⁽²⁾ |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRUPP DOUGLAS BERKSHIRE INCOME REALTY INC ONE BEACON ST STE 1500 BOSTON, MA 02108 | | X | | |

Signatures

/s/ Douglas Krupp
08/29/2013
**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) Through Krupp Family Limited Partnership-94 - On August 27, 2013, Krupp Family Limited Partnership-94 acquired 63,560 shares of Class B Common Stock of Berkshire Income Realty, Inc. Douglas Krupp owns 50% of the general partner interests in Krupp Family Limited Partnership-94. By virtue of such ownership, Douglas Krupp may be deemed to beneficially own indirectly certain of the shares of Class B Common Stock owned by Krupp Family Limited Partnership-94. Douglas Krupp disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) Through KRF Company, L.L.C. - As of August 29, 2013, KRF Company, L.L.C. owned a total of 1,283,313 shares of Class B Common Stock of Berkshire Income Realty, Inc. Krupp Family Limited Partnership-94 owns 100% of the limited liability company interest in KRF Company, L.L.C., and Douglas Krupp owns 50% of the general partner interests in Krupp Family Limited Partnership-94. By virtue of such ownership, Douglas Krupp may be deemed to beneficially own indirectly certain of the shares of Class B Common Stock owned by KRF Company, L.L.C. Douglas Krupp disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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

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