Edgar Filing: NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP - Form 4

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP

Form 4

January 14, 2011

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

B Units of Limited

(Print or Type Responses)

1. Name and Address of Reporting Person * **NERA 1994 IRREVOCABLE TRUST**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NEW ENGLAND REALTY

ASSOCIATES LIMITED PARTNERSHIP [NEN]

3. Date of Earliest Transaction

(Month/Day/Year)

06/04/2010

(Check all applicable)

Director Officer (give title below)

_X__ 10% Owner __ Other (specify

C/O NEW ENGLAND REALTY ASSOCIATES LP, 39 BRIGHTON **AVENUE**

(First)

(Middle)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(2)

ALLSTON, MA 02134

(City)	(State) (Zi	ip) Table	I - Non-De	rivative Secu	ırities	Acquii	ed, Disposed of,	or Beneficiall	y 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 Acquot(A) or Disposed of (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
NEN Depositary Receipts	06/04/2010		Code V <u>J(1)</u>	Amount 30,000	or (D)	Price \$ 0 (1)	(Instr. 3 and 4) 69,283	D	
NEN Depositary Receipts	01/12/2011		J(2)	69,283	D	\$ 0 (2)	0	D	
NEN Class	01/12/2011		J(2)	18,736.6	D	\$0	0	D	

Edgar Filing: NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP - Form 4

Partnership Interest

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3 and	. 3 and 4)	4)	Own
	Security										Follo
					(A) or						Repo
					Disposed						Trans
					of (D)					(Instr	
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

NERA 1994 IRREVOCABLE TRUST C/O NEW ENGLAND REALTY ASSOCIATES LP 39 BRIGHTON AVENUE ALLSTON, MA 02134

X

Signatures

/s/ Sally E. Michael, 01/14/2011 Co-Trustee

**Signature of Reporting Person

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)** On June 4, 2010, the NERA 1994 Irrevocable Trust, a grantor trust established by Harold Brown (the "1994 Trust"), transferred 30,000 Depositary Receipts to the Harold Brown 1999 Revocable Trust (the "1999 Trust") as consideration for a 2.18% economic interest in HBC Holdings, LLC ("HBC Holdings"). Mr. Brown is the sole manager of HBC Holdings with sole voting and dispositive control over the Depositary Receipts and Class B Units beneficially owned by HBC Holdings, however Mr. Brown does not have any economic interest in HBC Holdings and disclaims beneficial ownership of the Depositary Receipts and Class B Units beneficially

Reporting Owners 2

Edgar Filing: NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP - Form 4

owned by HBC Holdings pursuant to Rule 13d-4.

On January 12, 2011, the 1994 Trust transferred 69,283 Depositary Receipts and 18,736.6 Class B Units of Limited Partnership

(2) Interest to HBC Holdings as consideration for additional economic interests in HBC Holdings resulting in an aggregate economic interest in HBC Holdings of 20.76% as of January 12, 2011.

Remarks:

The 1994 Trust is a grantor trust established by Mr. Brown for the benefit of his children. During his lifetime, Mr. Brown is er 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.