

BROWN HAROLD

Form 4

July 02, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN HAROLD

(Last) (First) (Middle)

**C/O NEW ENGLAND REALTY
ASSOCIATES, LIMITED
PARTNERSHIP**

(Street)

ALLSTON, MA 02134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NEW ENGLAND REALTY
ASSOCIATES LIMITED
PARTNERSHIP [NEN]**

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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)
NEN Class B Units of Limited Partnership Interest	06/29/2012		J ⁽¹⁾	12.2 D	\$ 794.99 18,724.4 ⁽³⁾	I	By HBC Holdings, LLC
NEN Units of General Partner Interest	06/29/2012		J ⁽¹⁾	0.6 ⁽²⁾ D	\$ 794.99 985.5 ⁽²⁾ ⁽³⁾	I	By Close-Held Corporation

Edgar Filing: BROWN HAROLD - Form 4

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

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 control number.

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)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN HAROLD
C/O NEW ENGLAND REALTY ASSOCIATES
LIMITED PARTNERSHIP
ALLSTON, MA 02134

X
Treasurer

Signatures

Harold Brown 07/02/2012

__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).

Pursuant to the Partnership's equity repurchase program, as renewed and reauthorized by the Board of Directors of the General Partner on March 22, 2010 and as further described in the Partnership's Report on Form 8-K filed with the Securities and Exchange Commission on

(1) March 23, 2010, the Partnership repurchased 12.2 Class B Units of Limited Partnership Interest indirectly beneficially owned by the reporting person and 0.6 Units of General Partner Interest from the general partner of the Partnership that are indirectly beneficially owned by the reporting person.

(2) Amounts reported represent 75% of the securities owned by the close-held corporation (which corporation is the general partner of the Partnership) based upon the reporting person's 75% equity interest in the corporation.

(3)

Edgar Filing: BROWN HAROLD - Form 4

The purchase price of the Units of General Partner Interest was equal to the \$26.50 purchase price of the Depositary Receipts (each of which represents one-thirtieth of a Class A Unit of the Partnership) contemporaneously repurchased by the Partnership pursuant to its equity repurchase program.

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.