BROWN HAROLD Form 4

April 01, 2010

FORM 4

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

OMB

OMB APPROVAL

3235-0287 Number: January 31,

Expires:

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 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)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BROWN HAROLD**

2. Issuer Name and Ticker or Trading

Symbol

NEW ENGLAND REALTY **ASSOCIATES LIMITED** PARTNERSHIP [NEN]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Treasurer

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

(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

ALLSTON, MA 02134

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

NEN

Units of \$ By 03/31/2010 J(1)4.2 (2) 988.4 (2) General D 610 I Close-Held (3) Partner Corporation

Interest

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title	Title Number			
						Lacicisabic	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROWN HAROLD							

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

X Treasurer

Signatures

Harold Brown 04/01/2010

**Signature of 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 March 23, 2010, the Partnership repurchased 35.7 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.
- The purchase price of the Units of General Partner Interest was equal to the \$60.96 purchase price of the Depositary Receipts (each of which represents one-tenth 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.

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