

```

*****
* IMPORTANT: Please note the information in the submission header MUST match the information *
* on the cover page of your filing. The SEC accepts or suspends filings based upon the *
* information in the submission header. Please carefully check all tags and values, *
* as well as the content of your EDGAR proof. *
* *
* REGISTRANT TRANSMISSION AUTHORIZATION *
* *
* [ ] I have reviewed the submission header and find it to be correct. *
* [ ] I have reviewed the submission file and find it to be correct and complete. *
* [ ] I have reviewed the electronic HTML proof and find all content including graphics and *
* links to be correct. *
* [ ] I authorize Merrill Corporation to transmit this filing to the SEC. *
* [ ] I have reviewed the Series & Class (Contracts) Identifiers and find them to be correct *
* and complete (if applicable). *
* [ ] I have reviewed the document descriptions (on the page following the Submission Header *
* in the PDF proof) and find it to be correct and complete. *
* *
* Printed Name: _____ Date: _____ Time: _____ *
* *
* Signature: _____ *
* *
*****

```

```

<SUBMISSION>
<TYPE> 4
<REPORTING-OWNER>
  <CIK> 0000927944
  <CCC> xxxxxxxx
  <NAME> Harold Brown
  <OFFICER-TITLE> Treas. & Dir. of Gen. Ptnr NEN
  <RELATIONSHIP> DIRECTOR
  <RELATIONSHIP> OWNER
  <RELATIONSHIP> OFFICER
</REPORTING-OWNER>
<REPORTING-OWNER>
  <CIK> 0001473909
  <CCC> xxxxxxxx
  <NAME> Harold Brown 1999 REVOCABLE TRUST
  <RELATIONSHIP> OWNER
</REPORTING-OWNER>
<PERIOD> 06/04/2010
<SUBJECT-COMPANY>
  <CIK> 0000746514
  <NAME> New England Realty Associates Limited Partnership
</SUBJECT-COMPANY>
<SUBMISSION-CONTACT>
  <NAME> EDGAR Advantage Service Team
  <PHONE> (800) 688 - 1933
</SUBMISSION-CONTACT>

```

DOC 1

<Name> 4

<Description> 4

DOC 1 Header

# FORM 4

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

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

**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:	February 28, 2011
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *  <b>Harold Brown</b>  (Reporting Owner Name)		2. Issuer Ticker or Trading Symbol  <b>[NEN]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Treas. &amp; Dir. of Gen. Ptrn NEN</b>	
c/o New England Realty Associates LP, 39 Brighton Avenue  (Street)		3. Date of Earliest Transaction (Month/Day/Year)  <b>06/04/2010</b>		
Allston, MA 02134  (City) (State) (Zip)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
NEN Depositary Receipts	06/04/2010		J(1)		30,000	A	\$0(1)	250,000	I	By Trust
NEN Depositary Receipts	01/12/2011		J(2)		100,000	D	\$0(2)	150,000	I	By Trust
NEN Depositary Receipts	01/12/2011		J(2)(3)		169,283	A	\$0(2)(3)	169,283	I	By HBC Holdings, LLC
NEN Class B Units of Limited Partnership Interest	01/12/2011		J(3)		18,736.6	A	\$0(3)	18,736.6	I	By HBC Holdings, LLC

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 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harold Brown c/o New England Realty Associates LP 39 Brighton Avenue Allston, MA 02134	X	X	Treas. & Dir. of Gen. Ptnr NEN	
Harold Brown 1999 REVOCABLE TRUST c/o New England Realty Associates LP 39 Brighton Avenue Allston, MA 02134		X		

# Signatures

/s/ Harold Brown

\*\*Signature of Reporting Person

/s/ Harold Brown, Co-Trustee

\*\*Signature of Reporting Person

01/14/2011

Date

01/14/2011

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) 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 owned by HBC Holdings pursuant to Rule 13d-4.
- (2) On January 12, 2011, the 1999 Trust transferred 100,000 Depositary Receipts to HBC Holdings for estate planning purposes and without consideration. Mr. Brown disclaims beneficial ownership of the Depositary Receipts beneficially owned by HBC Holdings pursuant to Rule 13d-4.
- (3) On January 12, 2011, the 1994 Trust transferred 69,283 Depositary Receipts and 18,736.6 Class B Units of Limited Partnership 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. Mr. Brown disclaims beneficial ownership of the Depositary Receipts and Class B Units beneficially owned by HBC Holdings pursuant to Rule 13d-4.

### Remarks:

Harold Brown is the sole beneficiary of the Harold Brown 1999 Trust during his lifetime and is a co-trustee of the 1999 Trust and exercises voting and dispositive control over the Depositary Receipts beneficially owned by the 1999 Trust. Accordingly, this Form 4 is being filed jointly by Mr. Brown and the 1999 Trust to report the direct transactions with the Depositary Receipts by the 1999 Trust and Mr. Brown's indirect beneficial ownership interests therein.

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.