

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP
 Form 4
 August 04, 2005

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 *
 Jarvis David R

(Last) (First) (Middle)

C/O MERCURY REAL ESTATE ADVISORS LLC, 100 FIELD POINT ROAD

(Street)

GREENWICH, CT 06830

(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)
 03/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
 X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Depository Receipts <u>(1)</u> | 03/30/2005 | | P | 2,000 A \$ 93.02 | 159,900 | I | See Footnote <u>(5)</u> <u>(6)</u> |
| Depository Receipts <u>(2)</u> | 03/30/2005 | | P | 2,000 A \$ 93.02 | 159,900 | I | See Footnote <u>(7)</u> |
| Depository Receipts <u>(3)</u> | 03/30/2005 | | P | 1,665 A \$ 93.02 | 46,336 | D | |

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| | | | | | | | | |
|--------------------------------|------------|---|-------|---|----------|---------|---|------------------------------------|
| Depository Receipts <u>(4)</u> | 03/30/2005 | P | 335 | A | \$ 93.02 | 8,664 | D | |
| Depository Receipts <u>(1)</u> | 03/31/2005 | P | 1,800 | A | \$ 93.02 | 161,700 | I | See Footnote <u>(5)</u> <u>(6)</u> |
| Depository Receipts <u>(2)</u> | 03/31/2005 | P | 1,800 | A | \$ 93.02 | 161,700 | I | See Footnote <u>(7)</u> |
| Depository Receipts <u>(3)</u> | 03/31/2005 | P | 1,545 | A | \$ 93.02 | 47,881 | D | |
| Depository Receipts <u>(4)</u> | 03/31/2005 | P | 255 | A | \$ 93.02 | 8,919 | D | |

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.

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(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 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 |
| Jarvis David R C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |
| | | X | | |

MacLean Malcolm F IV
 C/O MERCURY REAL ESTATE ADVISORS LLC
 100 FIELD POINT ROAD
 GREENWICH, CT 06830

Mercury Special Situations Offshore Fund Ltd
 C/O MERCURY REAL ESTATE ADVISORS LLC
 100 FIELD POINT ROAD
 GREENWICH, CT 06830 X

Silvercreek SAV LLC
 C/O MERCURY REAL ESTATE ADVISORS LLC
 100 FIELD POINT ROAD
 GREENWICH, CT 06830 X

Signatures

/s/ David R. Jarvis 08/04/2005
 **Signature of Reporting Person Date

/s/ Malcolm F. MacLean IV 08/04/2005
 **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).

These depositary receipts were acquired by Mercury Real Estate Advisors, LLC ("Advisors"), a registered investment adviser, on behalf of Mercury Special Situations Offshore Fund, Ltd. ("MSSOF") and Silvercreek SAV LLC ("Silvercreek"), for which Advisors serves as the investment adviser. Mr. David R. Jarvis is a managing member of Advisors. Mr. Jarvis disclaims beneficial ownership of the

(1) depositary receipts held directly by MSSOF and Silvercreek, except to the extent of the pecuniary interest, if any, in such depositary receipts as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSOF and Silvercreek. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C) except in the limited circumstances where an investor in MSSOF or Silvercreek joins or withdraws from MSSOF or Silvercreek, as applicable.

These depositary receipts were acquired by Advisors on behalf of MSSOF and Silvercreek. Mr. Malcolm F. MacLean IV is a managing member of Advisors. Mr. MacLean disclaims beneficial ownership of the depositary receipts held directly by MSSOF and Silvercreek, except to the extent of the pecuniary interest, if any, in such depositary receipts as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MSSOF and Silvercreek. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C) except in the limited circumstances where an investor in MSSOF or Silvercreek joins or withdraws from MSSOF or Silvercreek, as applicable

(3) These depositary receipts are held directly by MSSOF.

(4) These depositary receipts are held directly by Silvercreek.

The depositary receipts reported in Column 5 are held directly by certain private investment funds, including MSSOF and Silvercreek (the "Funds"), and certain managed accounts (the "Managed Accounts"), for which Advisors serves as the investment adviser. Mr. Jarvis disclaims beneficial ownership of the depositary receipts held directly by the Funds and the Managed Accounts, except to the extent of the pecuniary interest, if any, in such depositary receipts as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies that serve as the general partners of certain of the Funds. (Continued in Footnote 6)

(6) That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C), except in the limited circumstances where an investor in a Fund or Managed Account joins or withdraws from such Fund or Managed Account, as applicable.

(7) The depositary receipts reported in Column 5 are held directly by the Funds and the Managed Accounts, for which Advisors serves as the investment adviser. Mr. MacLean disclaims beneficial ownership of the depositary receipts held directly by the Funds and the Managed

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Accounts, except to the extent of the pecuniary interest, if any, in such depository receipts as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from each of the Funds and Managed Accounts, or as a result of his membership interest in certain limited liability companies that serve as the general partners of certain of the Funds. That performance-based fee qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C), except in the limited circumstances where an investor in a Fund or Managed Account joins or withdraws from such Fund or Managed Account, as applicable.

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.