

NEW PLAN EXCEL REALTY TRUST INC
Form 4
April 19, 2007

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 *
Super MergerSub Inc.

2. Issuer Name and Ticker or Trading Symbol
NEW PLAN EXCEL REALTY TRUST INC [NXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2007

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

C/O CENTRO PROPERTIES LIMITED,
CORPORATE, OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GLEN WAVERLEY, C3 3150

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock, \$0.01 par value per share	04/19/2007		J(1)(2)		6,879,036	A	\$ 33.15
					91,202,530	D	(2) (3)

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

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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 Owned Beneficially (Instr. 3 and 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

Super MergerSub Inc.
C/O CENTRO PROPERTIES LIMITED, CORPORATE
OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD
GLEN WAVERLEY, C3 3150

X

Signatures

/s/ Andrew Scott 04/19/2007

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).

- Represents additional shares of Common Stock tendered on or after April 13, 2007, the filing date of the reporting person's Form 3, and prior to the expiration of, and acquired by the reporting person pursuant to, the reporting person's previously announced tender offer for
- (1) all of the outstanding shares of Common Stock (the "Offer") pursuant to the Agreement and Plan of Merger dated February 27, 2007, as it may be amended or supplemented from time to time (the "Merger Agreement"), by and among the Issuer, Excel Realty Partners, L.P., Super IntermediateCo LLC, the reporting person and Super DownREIT MergerSub LLC.
 - (2) The number of shares of Common Stock reported hereon do not include any shares of Common Stock which the reporting person currently intends to acquire from the Issuer pursuant to the exercise its Top-Up Option (as defined in the Merger Agreement).
 - (3) Represents all of the shares of Common Stock acquired by the reporting person pursuant to the Offer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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