

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 *
 Centro MCS Manager LTD

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)

3RD FLOOR, THE GLEN SHOPPING CENTRE,, 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 Indirect Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, \$0.01 par value per share | 04/19/2007 | | J ⁽¹⁾⁽²⁾ | A | \$ 33.15 | 45,601,265 ^{(2) (3)} | I | See Footnote <u>(4)</u> |

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

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number.

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 Following Reporting 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 |
| Centro MCS Manager LTD 3RD FLOOR, THE GLEN SHOPPING CENTRE, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150 | | | | X |

Signatures

/s/ Andrew Scott 04/19/2007
 **Signature of Date
 Reporting Person

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 50% of the additional shares of Common Stock tendered prior to the expiration of, and acquired by Super MergerSub Inc. ("MergerSub") pursuant to, MergerSub's previously announced tender offer for 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, MergerSub and Super DownREIT MergerSub LLC.
- (1) The number of shares of Common Stock reported hereon does not include any shares of Common Stock which MergerSub currently intends to acquire from the Issuer pursuant to the exercise its Top-Up Option (as defined in the Merger Agreement).
 - (2) Represents 50% of all of the shares of Common Stock acquired by MergerSub pursuant to the Offer.
 - (3) These shares of Common Stock are directly owned by MergerSub. MergerSub is indirectly owned 50% by Centro Retail Trust, for whom the reporting person is the responsible entity. As a result, the reporting person may be deemed to beneficially own 50% of the shares of Common Stock directly owned by MergerSub. MergerSub directly owns a total of approximately 91,202,530 shares of Common Stock.

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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