

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 IntermediateCo LLC

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 Indirect 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 | I | (2) (3) |

See Footnotes (4) (5)

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

SEC 1474 (9-02)

displays a currently valid OMB control 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 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 IntermediateCo LLC C/O CENTRO PROPERTIES LIMITED, CORPORATE OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150 | | X | | |
| Super LLC C/O CENTRO PROPERTIES LIMITED, CORPORATE OFFICES, 3RD FLOOR, 235 SPRINGVALE ROAD GLEN WAVERLEY, C3 3150 | | X | | |
| CPT Custodian Pty LTD 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 Date
 Reporting Person

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

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 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 ("Parent"), MergerSub and Super DownREIT MergerSub LLC.

(1) The number of shares of Common Stock reported hereon do 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 all of the shares of Common Stock acquired by MergerSub pursuant to the Offer.

(3) This Form 4 is being filed by each of Parent, Super LLC ("Super") and CPT Custodian Pty Limited ("CPT Custodian").

(4) These shares of Common Stock are directly owned by MergerSub. MergerSub is (i) directly owned 100% by Parent, (ii) indirectly owned 100% by Super and (iii) indirectly owned 50% by Centro Super Holding Trust No. 1 and 50% by Centro Super Holding Trust No. 3, for which trusts CPT Custodian is the responsible entity. As a result, each of Parent, Super and CPT Custodian may be deemed to indirectly beneficially own all of the shares of Common Stock owned by MergerSub.

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.