

NEW PLAN EXCEL REALTY TRUST INC
Form 4
April 20, 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)
04/20/2007

____ 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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$.01 par value per share | 04/20/2007 | | J(1) | | 52,929,108 | A | \$ 33.15 |
| | | | | | 144,131,638 | | (1) (2) |
| Common Stock, \$.01 par value per share | 04/20/2007 | | J(3) | | 144,131,638 | D | (3) 0 (3) |

share

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

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

Signatures

/s/ Andrew Scott 04/20/2007
 **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).
- (1) On April 20, 2007, the reporting person acquired from the Issuer an additional 52,929,108 shares of Common Stock pursuant to its exercise of the "top-up option" under the Agreement and Plan of Merger, dated as of February 27, 2007, as amended by the First Amendment thereto, dated as of April 19, 2007, and as it may be further amended or supplemented from time to time (the "Merger Agreement"), among the Issuer, Excel Realty Partners, L.P., Super IntermediateCo LLC, the reporting person and Super DownREIT MergerSub LLC, at a consideration per share equal to \$33.15, payable in the form of (i) \$.01 cash per share and (ii) a promissory note of the reporting person in the principal amount of \$33.14 per share (an aggregate principal amount of \$1,754,070,639).

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Other than as described in note 1, these shares of Common Stock were acquired by the reporting person pursuant to its previously
(2) announced tender offer for all of the outstanding shares of Common Stock, which tender offer expired at 12:00 midnight, New York time, on April 18, 2007.

On April 20, 2007, pursuant to the Merger Agreement, the reporting person merged with and into the Issuer, with the Issuer surviving (the
(3) "Merger"), and in connection therewith, at the effective time of the Merger, all of the 144,131,638 shares of Common Stock owned by the reporting person were automatically canceled and retired and ceased to exist, and no payment was made with respect thereto.

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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