

Mail Stop 4561

May 19, 2008

Gerald J. Reihsen, III
Executive Vice President and Assistant Secretary
Behringer Harvard Multifamily REIT I, Inc.
15601 Dallas Parkway, Suite 600
Addison, Texas 75001

**Re: Behringer Harvard Multifamily REIT I, Inc.
Amendment No. 3 to Registration Statement on Form S-11
Filed May 9, 2008
File No. 333-148414**

Dear Mr. Reihsen:

We have reviewed your filing and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with additional information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Registration Statement Cover Page

1. Please revise the cover page of the Form S-11 to reflect that the shares are to be offered pursuant to Rule 415 of the Securities Act. Refer to Securities Act Release 33-8909.

Market For and Distributions On..., page 193

2. Please revise the penultimate paragraph of this section to quantify the cumulative amount

of FFO shortfall. Please provide similar disclosure in the risk factor on page 7.

Financial Statements and Notes

General

3. Please update your financial statements and your pro-forma financial statements to comply with Rule 3-12 of Regulation S-X.
4. In your updated interim financial statements, please include the disclosures outlined in Rule 10-01(b)(1) of Regulation S-X for each significant equity method investment.

Note 2 – Summary of Significant Accounting Policies

Organization and Offering Costs

5. Refer to the first paragraph under this heading describing the accrual for O&O costs for the private offering. We note that as of December 31, 2007 and 2006, Behringer Harvard Multifamily Advisors I (Advisor) incurred organizational and offering costs of ~\$3.0 million and ~\$0.4 million, respectively. Further down in the same paragraph, you indicate that as of December 31, 2006, ~\$1.1 million of offering costs had been incurred by the Advisor. These two statements appear to contradict each other. Please explain what each of these amounts represent and revise your disclosures to clarify.

* * *

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

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We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact Wilson Lee at (202) 551-3468 or Linda van Doorn, at (202) 551-3498 if you have questions regarding comments on the financial statements and related matters. Please contact Angela McHale at (202) 551-3402 with any other questions. If you require further assistance you may contact me at (202) 551-3852.

Sincerely,

Mike McTiernan
Special Counsel

cc: Neil Miller, Esq. (*via facsimile*)