BRAIN DAVID M

Form 4

February 09, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

subject to Section 16. Form 4 or Form 5

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BRAIN DAVID M	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	ENTERTAINMENT PROPERTIES TRUST [epr]			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
30 W PERSHING ROAD, SUITE 201	02/05/2010	below) CEO & President		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KANSAS CITY, MO 64108	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Table Table	I - Non-De	erivative S	ecuriti	ies Acqu	uired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Shares of Beneficial Interest (1)	02/05/2010(1)		<u>J(1)</u>	0 (1)	A	(1)	1,628 (1)	I	Shares Owned by Wife (1)
Common Shares of Beneficial Interest	02/05/2010		D(2)	35,000 (2)	D	\$ 35.3 (2)	391,921	D	

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

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SEC 1474

(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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying So (Instr. 3 and 4	ecurities	8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Shares of Beneficial Interest (1)	Ш	02/05/2010(1)		J <u>(1)</u>	0 (1)	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest (1)	(1)	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRAIN DAVID M 30 W PERSHING ROAD SUITE 201 KANSAS CITY, MO 64108	X		CEO & President				
Signatures							

/s/ JoLynne Zade, by Power of 02/09/2010 Attorney

> **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).
- (1) These shares or options have already been reported and do not reflect any change.

Reporting Owners 2

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Pursuant to the Promissory Note dated January 3, 2002, payable by Mr. Brain to the Company, Mr. Brain made a partial principal (2) prepayment of \$1,235,500.00, payable by the surrender of 35,000 common shares of beneficial interest in the Company at a value of \$35.30 per share, which was the closing price of the shares on February 5, 2010.

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.