

BRAIN DAVID M  
Form 4  
February 09, 2010

**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 \*  
BRAIN DAVID M

2. Issuer Name and Ticker or Trading Symbol  
ENTERTAINMENT PROPERTIES TRUST [epr]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO & President

(Last) (First) (Middle)  
30 W PERSHING ROAD, SUITE 201  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/05/2010

KANSAS CITY, MO 64108

(City) (State) (Zip)

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

**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)	
				(A) or (D)	Price			
Common Shares of Beneficial Interest <sup>(1)</sup>	02/05/2010 <sup>(1)</sup>		J <sup>(1)</sup>	0 <sup>(1)</sup>	A	1,628 <sup>(1)</sup>	I	Shares Owned by Wife <sup>(1)</sup>
Common Shares of Beneficial Interest	02/05/2010		D <sup>(2)</sup>	35,000 <sup>(2)</sup>	D	\$ 35.3 391,921 <sup>(2)</sup>	D	

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 displays a currently valid OMB control number.

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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)
Option to Purchase Common Shares of Beneficial Interest <sup>(1)</sup>	<u>(1)</u>	02/05/2010 <sup>(1)</sup>		J <sup>(1)</sup>	0 <sup>(1)</sup>	<u>(1)</u> / <u>(1)</u>	Common Shares of Beneficial Interest <sup>(1)</sup>	<u>(1)</u> / <u>(1)</u>

## 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 Attorney  
Date: 02/09/2010

\_\_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.

## Edgar Filing: BRAIN DAVID M - Form 4

- 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.

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