

## ENTERTAINMENT PROPERTIES TRUST

Form 4

April 03, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRAIN DAVID M**

(Last) (First) (Middle)

**30 W. PERSHING ROAD,, STE.  
201**

(Street)

**KANSAS CITY, MO 64108**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**ENTERTAINMENT PROPERTIES  
TRUST [epri]**

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

**03/30/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

**CEO & President**

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<br>Security<br>(Instr. 3)         | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Shares of<br>Beneficial<br>Interest | 03/30/2006                              |                                                             | A                                       | 11,006<br>(1)                                                              | A (1) 290,253 (2)                                                                                                  | D                                                                    |                                         |
| Common<br>Shares of<br>Beneficial<br>Interest | 03/30/2006                              |                                                             | A                                       | 24,516<br>(3)                                                              | A (3) 314,767 (2)                                                                                                  | 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<br>Derivative<br>Security<br>(Instr. 3)                    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Option to<br>Purchase<br>Common<br>Shares of<br>Beneficial<br>Interest | \$ 42.46                                                           | 03/30/2006                              |                                                             | A                                    | 49,144<br>(4)                                                                                                | 01/01/2007 <sup>(4)</sup> 01/01/2016 <sup>(4)</sup>            | Common<br>Shares of<br>Beneficial<br>Interest                  |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                 |       |
|----------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                            | Director      | 10% Owner | Officer         | Other |
| BRAIN DAVID M<br>30 W. PERSHING ROAD,<br>STE. 201<br>KANSAS CITY, MO 64108 | X             |           | CEO & President |       |

## Signatures

/s/ David M.  
Brain 03/30/2006

\_\_\_\_\_  
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) At the election of the Reporting Person, the Common Shares of Beneficial Interest were issued in lieu of a cash bonus and vest in three annual installments beginning January 1, 2007.
- (2) 1,628 shares are indirectly owned by spouse.
- (3)

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The Common Shares of Beneficial Interest were granted to the Reporting Person as long-term compensation and vest in five annual installments.

(4) Options vest and become exercisable in five annual installments beginning January 1, 2007.

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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