

BRAIN DAVID M
Form 4
March 11, 2010

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

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(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 [ep]r

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
30 WEST PERSHING
ROAD, SUITE 201

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2010

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

(Street)
KANSAS CITY, MO 64108

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

(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 Shares of Beneficial Interest ⁽¹⁾	03/09/2010 ⁽¹⁾		J ⁽¹⁾		0 ⁽¹⁾	A	<u>(1)</u>	1,628 ⁽¹⁾	I	Shares Owned by Spouse ⁽¹⁾
Common Shares of Beneficial Interest	03/09/2010		D ⁽²⁾		37,621 ⁽²⁾	D	\$ 39.91 ⁽²⁾	390,315	D	

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 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⁾	<u>(1)</u>	03/09/2010 ⁽¹⁾		J ⁽¹⁾	0 <u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Shares of Beneficial Interest ⁽¹⁾	<u>(1)</u>

Reporting Owners

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

Signatures

/s/ David M.
Brain 03/10/2010

 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.

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Pursuant to the Promissory Note dated January 3, 2002, payable by Mr. Brain to the Company, Mr. Brain paid off his Note by

- (2) surrendering 37,621 common shares of beneficial interest in the Company at a value of \$39.91 per share, which was the closing price of the shares on March 9, 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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