

BROWN PETER C

Form 4

May 17, 2013

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BROWN PETER C

2. Issuer Name **and** Ticker or Trading  
Symbol  
EPR PROPERTIES [EPR]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
909 WALNUT, SUITE 200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2013

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

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

KANSAS CITY, MO 64106

(City) (State) (Zip)

**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<br>Acquired (A) or<br>Disposed of (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.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Shares of<br>Beneficial<br>Interest | 05/15/2013                              |                                                             | J(1)                                    | 0 (1) A (1) Price                                                          | 6,060 (1)                                                                                                          | D                                                                       |                                                                                |
| Common<br>Shares of<br>Beneficial<br>Interest | 05/15/2013                              |                                                             | J(1)                                    | 0 (1) A (1) Price                                                          | 1,250 (1)                                                                                                          | I                                                                       | By PCB,<br>Tenant in<br>Common<br>with<br>Daughter                             |
| Common<br>Shares of<br>Beneficial             | 05/15/2013                              |                                                             | J(1)                                    | 0 (1) A (1) Price                                                          | 1,250 (1)                                                                                                          | I                                                                       | By wife, as<br>custodian for<br>Son                                            |

## Interest

Common  
Shares of  
Beneficial  
Interest

05/15/2013

J<sup>(1)</sup>0 <sup>(1)</sup>

A

(1)1,250 <sup>(1)</sup>

I

By PCB,  
Tenant in  
Common  
With SonCommon  
Shares of  
Beneficial  
Interest

05/15/2013

J<sup>(1)</sup>0 <sup>(1)</sup>

A

(1)6,500 <sup>(1)</sup>

I

By  
Grassmere  
Foundation

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.**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<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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins                    |
|------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------|
|                                                                        |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 |                                               |
| Restricted<br>Share<br>Units                                           | <u>(2)</u>                                                         | 05/15/2013                              |                                                             | A <sup>(2)</sup>                     |                                                                                                                 | 1,767                                                          | <u>(3)</u> <u>(3)</u>                                               | Common<br>Shares of<br>Beneficial<br>Interest |
| Restricted<br>Share<br>Units                                           | <u>(4)</u>                                                         | 05/15/2013                              |                                                             | A <sup>(4)</sup>                     |                                                                                                                 | 1,359                                                          | <u>(3)</u> <u>(3)</u>                                               | Common<br>Shares of<br>Beneficial<br>Interest |
| Option to<br>Purchase<br>Common<br>Shares of<br>Beneficial<br>Interest | <u>(1)</u>                                                         | 05/15/2013                              |                                                             | J <sup>(1)</sup>                     |                                                                                                                 | 0 <sup>(1)</sup>                                               | <u>(1)</u> <u>(1)</u>                                               | Common<br>Shares of<br>Beneficial<br>Interest |

Amount  
or  
Number  
of  
Shares

1,767

1,359

0 <sup>(1)</sup>

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                             |
|-------------------------------------------------------------------|-------------------------------------------|
|                                                                   | Director    10% Owner    Officer    Other |
| BROWN PETER C<br>909 WALNUT<br>SUITE 200<br>KANSAS CITY, MO 64106 | X                                         |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Peter C.<br>Brown              | 05/17/2013 |
| **Signature of<br>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 have already been reported and do not reflect any change.
- (2) Restricted Share Units were issued to Reporting Person in lieu of the Reporting Person's Annual Trustee Retainer Fee. Each Restricted Share Unit represents a contingent right to receive one common share of beneficial interest.
- (3) 100% of shares are payable on 5/15/2014.
- (4) Restricted Share Units were issued to the Reporting Person pursuant to the Company's Equity Incentive Plan. Each Restricted Share Unit represents a contingent right to receive one common share of beneficial interest.

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.