

Bower Paul O
 Form 4/A
 July 01, 2008

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 *
 Bower Paul O

(Last) (First) (Middle)

530 OAK COURT DRIVE, SUITE 300

(Street)

MEMPHIS, TN 38117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Education Realty Trust, Inc. [EDR]

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

01/31/2005

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

02/02/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman, CEO and 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 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Partnership Units	<u>(1)</u>	01/31/2005	A	656,585 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	656,585 <u>(2)</u>
Partnership Units	<u>(1)</u>	01/31/2005	A	142 <u>(3)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	142 <u>(3)</u>
Partnership Units	<u>(4)</u>	01/31/2005	A	118,430 <u>(5)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	118,430 <u>(5)</u>
Partnership Units	<u>(4)</u>	01/31/2005	A	63,447 <u>(6)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	63,447 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bower Paul O 530 OAK COURT DRIVE, SUITE 300 MEMPHIS, TN 38117	X		Chairman, CEO and President	

Signatures

/s/ Helen W. Brown, as Attorney-in-Fact for Paul O. Bower 07/01/2008

__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) Represents units of limited partnership in Education Realty Operating Partnership, L.P. (the "Operating Partnership"). Units in the Operating Partnership are redeemable, at the option of the holder, beginning January 31, 2006, for cash or, at the issuer's election, shares of the issuer's common stock on a one-for-one basis.
- (2) The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially owned following the reported transaction were mistakenly listed as 648,397 in the original Form 4 filed on February 2, 2005. This Amended Form 4 is being filed to correct the number by changing it to 656,585 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.
- (3) The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially owned following the reported transaction were mistakenly listed as 141 in the original Form 4 filed on February 2, 2005. This Amended Form 4 is being filed to correct the number by changing it to 142 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.
- (4) Represents units of limited partnership interest in University Towers Operating Partnership, L.P. (the "University Towers Partnership"). Units in the University Towers Partnership are redeemable, at the option of the holder, beginning on January 31, 2006, for cash or, at the issuer's election, shares of the issuer's common stock on a one-for-one basis.
- (5) The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially owned following the reported transaction were mistakenly listed as 117,584 in the original Form 4 filed on February 2, 2005. This

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Amended Form 4 is being filed to correct the number by changing it to 118,430 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.

- (6) The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially owned following the reported transaction were mistakenly listed as 62,992 in the original Form 4 filed on February 2, 2005. This Amended Form 4 is being filed to correct the number by changing it to 63,447 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.

Remarks:

This is the second amendment to the Form 4 filed by this reporting person on February 2, 2005. The first amendment, which r

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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