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ENTERTAINMENT PROPERTIES TRUST

Form 8-A12B/A

January 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-A12B/A
Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-13561

ENTERTAINMENT PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

MARYLAND 43-1790877
(STATE OF INCORPORATION OR ORGANIZATION) (I.R.S. EMPLOYER IDENTIFICATION NO.)

30 WEST PERSHING ROAD, SUITE 201
KANSAS CITY, MISSOURI 64108
(816) 472-1700
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH ----- CLASS IS TO BE REGISTERED -----
7.75% SERIES B CUMULATIVE REDEEMABLE PREFERRED SHARES, PAR VALUE \$0.01 PER SHARE	NEW YORK STOCK EXCHANGE

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. _

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
NONE

EXPLANATORY NOTE: This Amendment No. 1 amends and restates in its entirety the Registration Statement on Form 8-A12B of Entertainment Properties Trust (the "Company") filed with the Securities and Exchange Commission on January 12, 2005. This Amendment No. 1 is being filed to amend and restate the description of the 7.75% Series B Cumulative Redeemable Preferred Shares of the Company in Item 1 and to file revised Articles Supplementary related to such shares as Exhibit

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4.6.

PART I

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the 7.75% Series B Cumulative Redeemable Preferred Shares, par value \$0.01 per share, of Entertainment Properties Trust, a Maryland real estate investment trust (the "Company") is contained under the caption "Description of Series B Preferred Shares" in the Company's prospectus supplement dated January 11, 2005, and under the caption "Description of Securities" in the Company's prospectus dated March 26, 2004, each as filed with the Securities and Exchange Commission under Rule 424(b)(5) on January 12, 2005, as a form of prospectus used after the effectiveness of the Company's Registration Statement on Form S-3 (File No. 333-113626), filed with the Securities and Exchange Commission on March 15, 2004, covering the offer and sale of shares of the class of securities to be registered hereby which description is incorporated herein by reference. The prospectus supplement is hereby incorporated by reference into this registration statement. Articles Supplementary designating the powers, preferences and rights of the 7.75% Series B Cumulative Redeemable Preferred Shares are attached to this registration statement as Exhibit 4.6.

ITEM 2. EXHIBITS.

- 3.1 Amended and Restated Declaration of Trust of the Company, which is attached as Exhibit 3.2 to the Company's Current Report on Form 8-K (Commission File No. 1-13561) filed on June 7, 1999, is hereby incorporated by reference as Exhibit 3.1
- 3.2 Amendment to Declaration of Trust, which is attached as Exhibit 3.1 to the Company's Current Report on Form 8-K (Commission File No. 1-13561) filed on January 11, 2005, is hereby incorporated by reference as Exhibit 3.2
- 3.3 Bylaws of the Company, which are attached as Exhibit 3.3 to the Company's Current Report on Form 8-K (Commission File No. 1-13561) filed on June 7, 1999, are hereby incorporated by reference as Exhibit 3.2
- 4.3 Form of share certificate for common shares of beneficial interest of the Company, which is attached as Exhibit 4.5 to the Company's Registration Statement on Form S-11, as amended, (Registration No. 333-35281), is hereby incorporated by reference as Exhibit 4.3
- 4.4 Articles Supplementary for 9.50% Series A Preferred Shares, which is attached as Exhibit 4.4 to the Company's Form 8-A12B (Commission File No. 1-13561) filed on May 24, 2002, is hereby incorporated by reference as Exhibit 4.4
- 4.5 Form of 9.50% Series A Preferred Share Certificate, which is attached as Exhibit 4.5 to the Company's Form 8-A12B (Commission File No. 1-13561) filed on May 24, 2002, is hereby incorporated by reference as Exhibit 4.5
- 4.6 Form of Articles Supplementary dated January 11, 2005, designating the powers, preferences and rights of the 7.75% Series B Cumulative Redeemable Preferred Shares (par value \$0.01 per share)
- 4.7 Form of 7.75% Series B Cumulative Redeemable Preferred Share Certificate, which is attached as Exhibit 4.7 to the Company's Form 8-A12B (Commission File No. 1-13561) filed on January 12, 2005, is hereby incorporated by reference as Exhibit 4.7.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Entertainment Properties Trust
(Registrant)

Dated: January 14, 2005

By: /s/ Gregory K. Silvers

Name: Gregory K. Silvers
Title: Vice President, Secretary, General
Counsel and Chief Development
Officer