

BROWN PETER C
Form 4
May 11, 2012

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 *
BROWN PETER C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
920 MAIN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2012

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

KANSAS CITY, MO 64105

(City) (State) (Zip)

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

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 | 05/09/2012 | | M | | 2,041 | A | \$ 0 3,875 | D | |
| Common Shares of Beneficial Interest | | | | | | | 1,250 | I | By PCB, Tenant in Common with Daughter |
| Common Shares of Beneficial Interest | | | | | | | 1,250 | I | by Wife, as Custodian for Son |

Interest

Common Shares of Beneficial Interest

1,250

I

By PCB, Tenant in Common with Son

Common Shares of Beneficial Interest

6,500

I

By Grassmere Foundation

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Share Units | (1) | 05/09/2012 | | A | 1,345 | (2) (2) | Common Shares of Beneficial Interest | 1,345 |
| Restricted Share Units | (3) | 05/09/2012 | | A | 840 | (2) (2) | Common Shares of Beneficial Interest | 840 |
| Restricted Share Units | \$ 47.77 | 05/09/2012 | | D | 2,041 | 05/11/2011 05/11/2021 | Common Shares of Beneficial Interest | 2,041 |
| Option to Purchase Common Shares of Beneficial Interest | \$ 44.62 | 05/09/2012 | | A | 1,093 (4) | 05/09/2013 05/09/2022 | Common Shares of Beneficial Interest | 1,093 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN PETER C 920 MAIN STREET KANSAS CITY, MO 64105 | X | | | |

Signatures

/s/ Peter C.
Brown

05/11/2012

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) 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.
- (2) 34% of shares vest and are payable on 05/09/2013; 33% of shares vest and are payable on 05/09/2014; 33% of shares vest and are payable on 05/09/2015.
- (3) 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.
- (4) Option to Purchase Shares were issued to the Reporting Person pursuant to Company's Equity Incentive Plan.

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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