

ENTERTAINMENT PROPERTIES TRUST

Form 8-K

May 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2011

**Entertainment Properties Trust**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-13561**  
(Commission

File Number)

**43-1790877**  
(I.R.S. Employer

Identification No.)

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**909 Walnut, Suite 200**

**Kansas City, Missouri 64106**

**(Address of principal executive office)(Zip Code)**

**(816) 472-1700**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the annual meeting of shareholders of Entertainment Properties Trust (the "Company") held on May 11, 2011, the matters voted upon and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to such matters, were as stated below.

**Proposal 1:**

The following nominees for trustees were elected to serve three-year terms expiring in 2014:

| Nominee          | For        | Withheld  | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| David M. Brain   | 37,891,060 | 483,534   | 3,257,007        |
| Robert J. Druten | 36,999,578 | 1,375,015 | 3,257,007        |

**Proposal 2:**

The shareholders approved the compensation of the Company's named executive officers as presented in the Company's proxy statement on a non-binding, advisory basis:

|                  |            |
|------------------|------------|
| For:             | 36,181,342 |
| Against:         | 2,171,413  |
| Abstain:         | 21,838     |
| Broker Non-Vote: | 3,257,007  |

**Proposal 3:**

The shareholders voted to have the Company hold a vote every year to approve the compensation of the Company's named executive officers on a non-binding, advisory basis:

|                  |            |
|------------------|------------|
| One Year:        | 33,305,368 |
| Two Years:       | 65,845     |
| Three Years:     | 4,989,440  |
| Abstain:         | 13,940     |
| Broker Non-Vote: | 3,257,007  |

The Board of Trustees of the Company has determined that the Company will implement an annual advisory vote on executive compensation.

**Proposal 4:**

The shareholders approved the ratification of KPMG, LLP as the independent registered public accounting firm for the Company for 2011:

|                  |            |
|------------------|------------|
| For:             | 40,086,960 |
| Against:         | 1,538,504  |
| Abstain:         | 6,137      |
| Broker Non-Vote: | 0          |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENTERTAINMENT PROPERTIES TRUST

By: /s/ Mark A. Peterson  
Mark A. Peterson  
Vice President, Treasurer and Chief Financial  
Officer

Date: March 16, 2011