

Bower Paul O  
 Form 4/A  
 July 01, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 Indirect Beneficial 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.

**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 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

## Edgar Filing: Bower Paul O - Form 4/A

| (Instr. 3)           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D) |     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|----------------------|------------------------------------|------------------|------------|------------------------------------|-----|---------------------|--------------------|-----------------|----------------------------------|
|                      |                                    |                  |            | (A)                                | (D) |                     |                    |                 |                                  |
| Partnership<br>Units | <u>(1)</u>                         | 01/31/2005       | A          | 656,585<br><u>(2)</u>              |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 656,585<br><u>(2)</u>            |
| Partnership<br>Units | <u>(1)</u>                         | 01/31/2005       | A          | 142 <u>(3)</u>                     |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 142 <u>(3)</u>                   |
| Partnership<br>Units | <u>(4)</u>                         | 01/31/2005       | A          | 118,430<br><u>(5)</u>              |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock | 118,430<br><u>(5)</u>            |
| Partnership<br>Units | <u>(4)</u>                         | 01/31/2005       | A          | 63,447<br><u>(6)</u>               |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock | 63,447<br><u>(6)</u>             |

## Reporting Owners

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

## Edgar Filing: Bower Paul O - Form 4/A

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.

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.