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ENTERTAINMENT PROPERTIES TRUST
Form 8-K
January 19, 2005

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):
JANUARY 19, 2005

ENTERTAINMENT PROPERTIES TRUST

(Exact name of company as specified in its charter)

MARYLAND

1-13561

43-1790877

(State or other jurisdiction
of incorporation)

(Commission file number)

(IRS Employer
Identification Num

30 WEST PERSHING ROAD, SUITE 201, KANSAS CITY, MISSOURI 64108

(Address of principal executive offices) (Zip Code)

(816) 472-1700

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name or former address if changed since last report)

ITEM 8.01 OTHER EVENTS.

In connection with an underwritten public offering of 3,200,000 7.75% Series B cumulative redeemable preferred shares of beneficial interest, par value \$0.01 per share (the "Series B Preferred Shares") which closed on January 19, 2005, the Board of Trustees of Entertainment Properties Trust (the "Company") has granted Cohen & Steers Capital Management, Inc. ("Cohen & Steers") a waiver of the ownership limit set forth in the Company's Amended and Restated Declaration of Trust to permit Cohen & Steers, on behalf of certain accounts and institutions, to acquire approximately 20% of the Company's Series B Preferred Shares in the offering. A form of the Agreement Regarding Ownership Limit Waiver between Cohen & Steers and the Company is attached hereto as Exhibit 4.7.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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(c) Exhibits

| EXHIBIT NO. ----- | DOCUMENT ----- |
|----------------------|--|
| 4.7. | Form of Agreement Regarding Ownership Limit Waiver between the Company and Cohen & Steers Capital Management, Inc. |

SIGNATURE

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

Date: January 19, 2005

By: /s/ Fred L. Kennon

Fred L. Kennon
Vice President, Treasurer and
Chief Financial Officer