

BROWN PETER C
Form 4
May 17, 2013

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
EPR PROPERTIES [EPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
909 WALNUT, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2013

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

KANSAS CITY, MO 64106

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

(City) (State) (Zip)

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	05/15/2013		J(1)		0 (1)	A	(1) 6,060 (1)	D	
Common Shares of Beneficial Interest	05/15/2013		J(1)		0 (1)	A	(1) 1,250 (1)	I	By PCB, Tenant in Common with Daughter
Common Shares of Beneficial Interest	05/15/2013		J(1)		0 (1)	A	(1) 1,250 (1)	I	By wife, as custodian for Son

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Interest

Common Shares of Beneficial Interest	05/15/2013	J ⁽¹⁾	0 ⁽¹⁾	A	<u>(1)</u>	1,250 ⁽¹⁾	I	By PCB, Tenant in Common With Son
Common Shares of Beneficial Interest	05/15/2013	J ⁽¹⁾	0 ⁽¹⁾	A	<u>(1)</u>	6,500 ⁽¹⁾	I	By Grassmere Foundation

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.

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(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 (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)	8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(2)</u>	05/15/2013		A ⁽²⁾	1,767	<u>(3)</u> <u>(3)</u>	Common Shares of Beneficial Interest	1,767
Restricted Share Units	<u>(4)</u>	05/15/2013		A ⁽⁴⁾	1,359	<u>(3)</u> <u>(3)</u>	Common Shares of Beneficial Interest	1,359
Option to Purchase Common Shares of Beneficial Interest	<u>(1)</u>	05/15/2013		J ⁽¹⁾	0 ⁽¹⁾	<u>(1)</u> <u>(1)</u>	Common Shares of Beneficial Interest	0 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN PETER C 909 WALNUT SUITE 200 KANSAS CITY, MO 64106	X			

Signatures

/s/ Peter C.
Brown

05/17/2013

**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) These shares have already been reported and do not reflect any change.
 - (2) 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.
 - (3) 100% of shares are payable on 5/15/2014.
 - (4) 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.

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.