

EPR PROPERTIES  
Form 5  
January 14, 2014

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Brain David M.  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

909 WALNUT, SUITE 200  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2013

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

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

KANSAS CITY, MO 64106  
  
(City) (State) (Zip)

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) | Amount (A) or (D) | Price     | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|-----------|--|--|---|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â                 | Â         | 357,205 <sup>(1)</sup>   | D  | Â   |
| Common Stock                    | 05/14/2013                           | Â  | S4                             | 300   | D                 | \$ 58.655 | 1,940 <sup>(1)</sup>   | I  | David M. Brain Annual Exclusion Trust                 |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â                 | Â         | 1,628  | I  | Shares held by spouse                                 |

|              |   |   |   |   |   |   |         |   |                                   |
|--------------|---|---|---|---|---|---|---------|---|-----------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 165,000 | I | Brain Family Holding Company, LLC |
|--------------|---|---|---|---|---|---|---------|---|-----------------------------------|

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

  

|         | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|------------------|-----------------|-------|----------------------------|
| (A) (D) |                  |                 |       |                            |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| Brain David M.<br>909 WALNUT SUITE 200<br>KANSAS CITY, MO 64106 | ^ X           | ^         | ^ CEO and President | ^     |

## Signatures

/s/David M. Brain 01/14/2014

\*\*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).

On December 10, 2012, 560 shares were transferred from the Reporting Person's direct holdings to each of the four trust accounts within (1) The David M. Brain Annual Exclusion Trust for the benefit of his four children, for a total of 2,240 shares. On May 14, 2013, 300 shares were sold from the trust account held for the benefit of Andrew Brain.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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