

Bower Paul O
 Form 4
 February 02, 2005

FORM 4

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

OMB APPROVAL

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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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman, President, CEO

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/31/2005 | | S | | 100 | D | \$ 10 (1) |
| Common Stock | 01/31/2005 | | A | | 45,000 | A | \$ 0 (2) |

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

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SEC 1474
 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Partnership Units ⁽³⁾ | <u>(3)</u> | 01/31/2005 | | A | | <u>(3)</u> | <u>(3)</u> | Common Stock | 648,397 |
| Partnership Units ⁽³⁾ | <u>(3)</u> | 01/31/2005 | | A | | <u>(3)</u> | <u>(3)</u> | Common Stock | 141 |
| Partnership Units ⁽⁴⁾ | <u>(4)</u> | 01/31/2005 | | A | | <u>(4)</u> | <u>(4)</u> | Common Stock | 117,584 |
| Partnership Units ⁽⁴⁾ | <u>(4)</u> | 01/31/2005 | | A | | <u>(4)</u> | <u>(4)</u> | Common Stock | 62,992 |
| Profits Interest Units ⁽⁵⁾ | <u>(5)</u> | 01/31/2005 | | A | | <u>(5)</u> | <u>(5)</u> | Common Stock | 30,000 |

Reporting Owners

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

Signatures

/s/ John A. Earles, As Attorney-in-Fact for Paul O. Bower

02/02/2005

__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) The issuer redeemed the 100 shares of common stock owned by the reporting person at the price paid by him when he acquired the shares in July 2004.
- (2) Represents a grant of restricted stock that vests ratably over five years.
- (3) Represents units of limited partnership interest in Education Realty Operating Partnership, LP (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

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of the issuer's common stock on a one-for-one basis.

Represents units of limited partnership interest in University Towers Operating Partnership, LP (the "University Towers Partnership").

- (4) Units in the University Towers 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.

Represents profits interest units in Education Realty Limited Partner, LLC, which holds partnership interests in the Operating Partnership.

- (5) Upon the occurrence of certain capital account equalization events, the profits interest units will become ordinary units of the Operating Partnership and be exchangeable for shares of the issuer's common stock on a one-for-one basis.

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

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