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ENTERTAINMENT PROPERTIES TRUST

Form 8-K

May 30, 2002

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):
May 23, 2002

Commission File No. 1-13561

ENTERTAINMENT PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland

43-1790877

(State of Formation)

(IRS Employer Identification Number)

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)

THIS REPORT IS BEING FILED SOLELY FOR THE PURPOSE OF FILING EXHIBIT 1.1
TO THE REGISTRANT'S REGISTRATION STATEMENT ON FORM S-3, REGISTRATION NO.
333-87242.

ITEM 7(C) EXHIBITS

EXHIBIT NO.

1.1

Form of Underwriting Agreement dated May

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23, 2002 among Bear Stearns & Co., Inc., Prudential Securities Incorporated, BB&T Capital Markets, Fahnestock & Co. Inc., Ferris Baker Watts Incorporated and Stifel Nicolaus & Company Incorporated and the issuer for 2,300,000 of the issuer's 9.50% Series A Cumulative Redeemable Preferred Shares, par value \$0.01 per share (including 300,000 shares to cover over-allotments)

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: May 28, 2002

By: /s/ Fred L. Kennon

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