

Brown Randall H
 Form 4
 June 07, 2010

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 Randall H

2. Issuer Name and Ticker or Trading Symbol
 Education Realty Trust, Inc. [EDR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 530 OAK COURT DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/03/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP, CFO, Treasurer & Sec

MEMPHIS, TN 38117
 (City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock	06/03/2010		J ⁽¹⁾	9,102 A \$ 0	72,358	D	

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Pr Deriv Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Profits Interest Units <u>(2)</u>		06/03/2010		J ⁽³⁾	30,000	<u>(2)</u>	<u>(2)</u>	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Brown Randall H
 530 OAK COURT DRIVE
 SUITE 300
 MEMPHIS, TN 38117

Director 10% Owner Officer Other

Exec. VP, CFO, Treasurer & Sec

Signatures

/s/ Helen W. Brown as Attorney-in-Fact for Randall H. Brown

06/07/2010

 **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) Represents a liquidating distribution from Education Realty Limited Partner, LLC, an entity of which the reporting person is a non-managing member.

Represents membership interests in Education Realty Limited Partner, LLC (the "LLC"), an entity that owned a special class of partnership units ("PIUs") in Education Realty Operating Partnership, LP (the "Operating Partnership"), an entity of which the issuer is the indirect general partner. Upon the occurrence of certain capital account equalization events, the PIUs would have become the equivalent of common units of limited partnership in the Operating Partnership and subsequently would have been exchangeable for shares of the issuer's common stock on a one-for-one basis.

On June 3, 2010, the Operating Partnership purchased and redeemed all of the outstanding PIUs owned and held by the LLC. The LLC received cash and shares of the issuer's common stock for the PIUs owned and held by the LLC. Immediately after the sale was complete, the LLC was dissolved and the assets of the LLC were distributed to its members.

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.