

Education Realty Trust, Inc.
Form 8-K
April 02, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): April 2, 2012

Education Realty Trust, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland	001-32417	20-1352180
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

530 Oak Court Drive, Suite 300

Memphis, Tennessee **38117**

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(Address of Principal Executive Offices) (Zip Code)

901-259-2500

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

Education Realty Trust, Inc. (“EdR”) intends to disclose updated portfolio pre-leasing statistics for the 2012/2013 academic year in connection with presentations being made this week at the Interface Student Housing Conference in Austin, Texas. A copy of such information is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

EdR believes that certain statements in the information attached may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are made on the basis of management’s views and assumptions regarding future events and business performance as of the time the statements are made. Actual results may differ materially from those expressed or implied. Information concerning factors that could cause actual results to differ materially from those in forward-looking statements is contained from time to time in EdR’s filings with the Securities and Exchange Commission.

In accordance with General Instructions B.2 and B.6 of Form 8-K, the information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto), shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by EdR under the Exchange Act or Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibit is being furnished herewith to this Current Report on Form 8-K.

Exhibit No.	Description
99.1	2012/2013 Pre-leasing Statistics

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.

EDUCATION REALTY TRUST, INC.

Date: April 2, 2012 By: /s/ Randall H. Brown
Randall H. Brown

Executive Vice President, Chief Financial Officer, Treasurer and Secretary

INDEX TO EXHIBITS

Exhibit No. Description
 99.1 2012/2013 Pre-leasing Statistics

td> D Common Stock (Par Value \$7.50)10/24/2006 S⁽¹⁾ 3,700 D \$ 33.71 493,376.71 D Common Stock (Par Value \$7.50)10/24/2006 S⁽¹⁾ 500 D \$ 33.72 492,876.71 D Common Stock (Par Value \$7.50)10/24/2006 S⁽¹⁾ 700 D \$ 33.726 492,176.71 D Common Stock (Par Value \$7.50)10/24/2006 S⁽¹⁾ 5,600 D \$ 33.73 486,576.71 ⁽²⁾ D Common Stock (Par Value \$7.50) 0 ⁽³⁾ I Daughter-Laura Common Stock (Par Value \$7.50) 0 ⁽⁴⁾ I Son-Brian

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)

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
Options	\$ 17.25	10/24/2006		M	74,204	01/14/1998 01/14/2007	Common Stock (Par Value \$7.50)	74,204

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONKS DONALD R ONE WALL STREET NEW YORK, NY 10286			ViceChair	The Bank of New York

Signatures

Donald R. Monks 10/25/2006

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 sale is being made pursuant to a Rule 10b5-1 Sales Plan, adopted on August 3, 2006.
- (2) As of September 30, 2006, reporting person indirectly owns 82,624.564 stock units in employer's stock fund in The Bank of New York Company, Inc. Employee Savings and Investment Plan, a 401(k) Plan, formerly the Profit Sharing Plan.
- (3) The reporting person no longer has a reportable beneficial interest in 1,717 shares of The Bank of New York Company, Inc. common stock owned by daughter, Laura, and included in the reporting person's prior ownership reports.
- (4) The reporting person no longer has a reportable, beneficial interest in 1,718.9580 shares of common stock of The Bank of New York Company, Inc. owned by son, Brian, and included in the reporting person's prior ownership reports.

Remarks:

Form 1 of 2

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.