Koester J Drew
Form 4
June 07, 2010

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Koester J Drew

(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)
06/03/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Asst. Sec., CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2010		J[(1)]		6,068	A	$ 0	21,568	D	

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

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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)		8. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Profits Interest Units [(2)]	[(2)]	06/03/2010		J[(3)]			20,000	[(2)]	[(2)]	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koester J Drew 530 OAK COURT DRIVE SUITE 300 MEMPHIS, TN 38117			VP, Asst. Sec., CAO	

Signatures

/s/ Helen W. Brown as Attorney-in-Fact for J. Drew Koester	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.

(2) 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.

(3) 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.
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