

HEITMAN REAL ESTATE SECURITIES LLC
Form SC 13G/A
February 13, 2009

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

ENTERTAINMENT PROPERTIES TRUST
(Name of Issuer)

7.75% SERIES B CUMULATIVE REDEEMABLE PREFERRED SHARES
(Title of Class of Securities)

29380T303
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745(3-06)

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CUSIP No. 29380T303

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 HEITMAN REAL ESTATE SECURITIES, LLC 36-4265577

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 DELAWARE

Number of
 Shares
 Beneficially
 Owned By
 Each
 Reporting
 Person With

5. Sole Voting Power
 0

6. Shared Voting Power
 0

7. Sole Dispositive Power
 213,700

8. Shared Dispositive Power
 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 213,700

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.68%

12. Type of Reporting Person (See Instructions)

IA

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Item 1.

(a) Name of Issuer

Entertainment Properties Trust

(b) Address of Issuer's Principal Executive Offices

30 Pershing Road, Suite 301

Kansas City, MO 64108

Item 2.

(a) Name of Person Filing

Heitman Real Estate Securities LLC

(b) Address of Principal Business Office, or if none, Residence

191 North Wacker Drive, Suite 2500
Chicago, Illinois 60606

(c) Citizenship

United States

(d) Title of Class of Securities

7.75% Series B Cumulative Redeemable Preferred Shares

(e) CUSIP Number

29380T303

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3 (a) (6) of the Act.
- (c) Insurance Company as defined under Section 3 (a) (19) of the Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) An investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (f) Employee Benefit Plan, Pension Fund which is subject to the provision of the An employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b) (ii) (F);
- (g) A parent Holding Company, in accordance with Section 240.13d-1 (b) (ii) (G);
- (h) Group, in accordance with Section 240.13d-1 (b) (1) (ii) (H);

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 213,700
- (b) Percent of class: 6.68%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 213,700
 - (iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Heitman Real Estate Securities LLC serves as sub-investment adviser to the Old Mutual Advisor Funds II Old Mutual Heitman REIT Fund, The Old Mutual Advisor Funds III Old Mutual Heitman Global Real Estate Securities Fund, the Penn Series Funds, Inc. REIT Fund, the Russell Investment Funds Real Estate Securities Fund and the Russell Investment Company Real Estate Securities Fund, all registered investment companies, and as investment adviser to 2,440 separate account clients.

Two separate account clients have given dispositive power to Heitman Real Estate Securities LLC the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of 213,700 shares, 6.68% of this issuer.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my information and belief, I certify that the information set forth in this statement is true, complete, and correct.

February 13, 2009

(Date)

/s/ Nancy B. Lynn

(Signature)

Nancy B. Lynn/Vice President

(Name/Title)

SIGNATURE

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**

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