

Hickey Thomas J  
 Form 4/A  
 July 01, 2008

**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 \*  
 Hickey Thomas J

(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)

01/31/2005

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

02/02/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Senior VP of Operations

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 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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)        | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Partnership Units | (1)                          | 01/31/2005       | A          | 43,832<br>(2)  |      |   |     |     | (1)              | (1)             | Common Stock | 43,832<br>(2)              |
| Partnership Units | (3)                          | 01/31/2005       | A          | 12,690<br>(4)  |      |   |     |     | (3)              | (3)             | Common Stock | 12,690<br>(4)              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Hickey Thomas J<br>530 OAK COURT DRIVE<br>SUITE 300<br>MEMPHIS, TN 38117 |               |           | Senior VP of Operations |       |

## Signatures

/s/ Helen W. Brown, as Attorney-in-Fact for Thomas J. Hickey 07/01/2008

\_\_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).

Represents units of limited partnership in Education Realty Operating Partnership, L.P. (the "Operating Partnership"). Units in the (1) Operating Partnership are redeemable, at the option of the holder, beginning January 31, 2006, for cash or, at the issuer's election, shares of the issuer's common stock on a one-for-one basis.

The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially (2) owned following the reported transaction were mistakenly listed as 43,285 in the original Form 4 filed on February 2, 2005. This Amended Form 4 is being filed to correct the number by changing it to 43,832 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.

Represents units of limited partnership interest in University Towers Operating Partnership, L.P. (the "University Towers Partnership"). (3) Units in the University Towers Partnership are redeemable, at the option of the holder, beginning on January 31, 2006, for cash or, at the issuer's election, shares of the issuer's common stock on a one-for-one basis.

The number of derivative securities acquired, the amount of underlying securities and the number of derivative securities beneficially (4) owned following the reported transaction were mistakenly listed as 12,599 in the original Form 4 filed on February 2, 2005. This Amended Form 4 is being filed to correct the number by changing it to 12,690 in the original Form 4 and all subsequent Form 4s filed by the reporting person since February 2, 2005.

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.