

Education Realty Trust, Inc.

Form 10-K/A

March 28, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2007**

**Or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from**

**to**

**Commission file number: 001-32417**

**Education Realty Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**20-1352180**

(I.R.S. Employer  
Identification No.)

**530 Oak Court Drive, Suite 300**

**Memphis Tennessee**

(Address of principal executive offices)

**38117**

(Zip Code)

Registrant's telephone number, including area code: (901) 259-2500

Securities registered pursuant to section 12(b) of the Act:

Title of class

**Common Stock, \$.01 par value per share**

Name of exchange on which registered

**New York Stock Exchange**

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Yes  No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
Indicate by check mark if the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes  No   
As of June 30, 2007, the aggregate market value of the registrants common stock held by non-affiliates of the registrant was approximately \$397 million, based on the closing sales price of \$14.03 per share as reported on the New York Stock Exchange. (For purposes of this calculation all of the registrant's directors and executive officers are deemed affiliates of the registrant.)  
As of February 28, 2008, the Registrant had 28,506,966 shares of common stock outstanding.

**Documents Incorporated by Reference**

The Registrant incorporates by reference portions of its Definitive Proxy Statement for the 2008 Annual Meeting of Stockholders into Part III of this Form 10-K to the extent stated herein.

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**EXPLANATORY NOTE**

We are filing this Amendment No. 1 (the Amendment ) to the Education Realty Trust, Inc. Annual Report on Form 10-K for the year ended December 31, 2007 (the 10-K ), which was originally filed on March 4, 2008, for the sole purpose of amending the cover page to the 10-K. On the original cover page, we indicated, to the best of our knowledge, that none of our officers, directors or beneficial owners of more than ten percent of our common stock would be required to disclose late reports filed by any such persons as required under Section 16(a) of the Securities Exchange Act and Item 405 of Regulation S-K, promulgated by the Securities and Exchange Commission. The box should have been left unchecked because there were late filings. As a result, we will report this information in our proxy statement for our annual meeting of stockholders to be held on May 20, 2008.

This Amendment does not reflect events occurring after March 4, 2008, the date of the original filing of our 10-K, and, other than amending the cover page as indicated above, does not modify or update the disclosures in the 10-K in any way. In addition, currently-dated certifications from our Chief Executive Officer and Chief Financial Officer have been included as exhibits to this Amendment as required by the applicable SEC rules.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Education Realty Trust, Inc.

By: /s/ Paul O. Bower  
Paul O. Bower  
*President, Chief Executive Officer  
and Chairman of the Board of  
Directors*

Dated: March 28, 2008