

U-Store-It Trust
Form SC 13D/A
March 09, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 2)**

U-Store-It Trust

(Name of Issuer)

Common Shares of Beneficial Interest

(Title of Class of Securities)

91274F 10 4

(CUSIP Number)

Todd C. Amsdell, Amsdell Companies, 20445 Emerald Parkway Drive SW, Suite 220, Cleveland, OH 44135, (216)
458-0670

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 26, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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 to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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 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).

CUSIP No. 91274F 10 4

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Todd C. Amsdell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF 8,331,384*

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER
0

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 8,331,384*

WITH SHARED DISPOSITIVE POWER

10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,331,384*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

14.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Includes 3,921,850 shares owned by the Robert J. Amsdell Family Irrevocable Trust, of which Mr. Amsdell is the business advisor and a beneficiary, and 3,921,850 shares owned by the Loretta Amsdell Family Irrevocable Trust, of which Mr. Amsdell is the business advisor and a beneficiary. Mr. Amsdell disclaims beneficial ownership of the securities held by each of the trusts except to the extent of his pecuniary interest therein.

CUSIP No. 91274F 10 4

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Robert J. Amsdell Family Irrevocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

7 SOLE VOTING POWER

NUMBER OF 3,921,850

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

0

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,921,850

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,921,850

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 91274F 10 4

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Loretta Amsdell Family Irrevocable Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

7 SOLE VOTING POWER

NUMBER OF 3,921,850

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

0

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,921,850

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,921,850

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

6.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 91274F 10 4

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Introduction.

Pursuant to Rule 13d-1(k), this Amendment No. 2 to Schedule 13D is filed by Todd C. Amsdell, the Robert F. Amsdell Family Irrevocable Trust (the Robert Amsdell Trust) and the Loretta Amsdell Family Irrevocable Trust (together with the Robert Amsdell Trust, the Trusts), relating to common shares of beneficial interest, par value \$0.01 per share (the Shares), of U-Store-It Trust (YSI), a Maryland real estate investment trust. Todd Amsdell is the business advisor and a beneficiary of the Trusts.

Item 4. Purpose of Transaction.

Item 4 is amended and supplemented as follows:

On February 26, 2009, Todd Amsdell submitted a letter to YSI withdrawing the nomination of himself and David P. Horton for election to YSI s Board of Trustees at YSI s upcoming annual meeting of shareholders. The letter is attached as Exhibit 7.1.

Item 7. Material to be Filed as Exhibits.

- 7.1 Letter to U-Store-It Trust dated February 26, 2009
 - 7.2 Agreement of Joint Filing
-

SIGNATURE

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

Date: March 9, 2009

/s/ Todd C. Amsdell

Todd C. Amsdell

**Robert J. Amsdell Family Irrevocable
Trust**

/s/ Bernard L. Karr

By: Bernard L. Karr, Trustee

**Loretta Amsdell Family Irrevocable
Trust**

/s/ Bernard L. Karr

By: Bernard L. Karr, Trustee

EXHIBIT INDEX

Exhibit Number	Description
7.1	Letter to U-Store-It Trust dated February 26, 2009
7.2	Agreement of Joint Filing