HAMNER R STEVEN

Form 4

March 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

HAMNER R STEVEN

(First)

Symbol

(Middle)

(Check all applicable)

MEDICAL PROPERTIES TRUST

3. Date of Earliest Transaction

_X__ Director 10% Owner

INC [MPW]

(Month/Day/Year) 03/14/2013

Other (specify X_ Officer (give title below) EVP and CFO

1000 URBAN CENTER DRIVE, SUITE 501

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

BIRMINGHAM, AL 35242

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	oosed cand 5) (A) or	of (D)	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)
Common stock, par value \$0.001	03/14/2013		Code V A	Amount 106,382 (1)	(D)	Price	994,173	D	
Common stock, par value \$0.001	03/14/2013		A	150,000 (2) (3)	A	\$ 0	1,144,173	D	

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

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Other

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	int of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ве
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	PD1 - 1	or		
						Exercisable	•		Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

HAMNER R STEVEN 1000 URBAN CENTER DRIVE X **EVP** and CFO **SUITE 501** BIRMINGHAM, AL 35242

Signatures

Alison G. Schmidt, by power of 03/14/2013 attorney

> **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).
- Fifty percent of such shares vest ratably at the beginning of each of the 12 calendar quarters ending March 31, 2016; dividends are paid currently. Fifty percent of such shares vest ratably over a three-year period based on achievement of certain performance measures, with a carry-back and carry forward provision through December 31, 2017; accrued dividends are paid only upon achievement of the performance measures.
- (2) Up to 50% of the shares may be earned based on the achievement of a three-year cumulative total shareholder return as compared to pre-established multi-level returns set by our compensation committee. The pre-established multi-level returns are set in 25% increments such that the higher the three-year cumulative total shareholder return is, the more shares are earned. If the cumulative shareholder return is less than or equal to 25.5% for the three-year period, no shares will be earned, whereas if a total shareholder return of 33.5% or greater is achieved for the same period, then 100% of these shares will be earned. At the end of the three-year performance period, any earned shares will be subject to an additional two years of ratable time-based vesting on an annual basis. Dividends are paid on these shares only

Reporting Owners 2

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upon achievement of the performance measures.

The remaining 50% of the shares will be earned similar to that described above; however, the performance measure is against the MSCI US REIT Index (Index). If our total shareholder return over the three-year cumulative period is equal to or less than this Index, then no shares will be earned, whereas if our total shareholder return is equal to or greater than the Index plus 6% for the same period, then 100% of these shares will be earned. At the end of the three-year performance period, any earned shares will be subject to an additional two years of ratable time-based vesting on an annual basis. Dividends are paid on these shares only upon achievement of the performance measures.

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.