

MEDICAL PROPERTIES TRUST INC  
 Form 4  
 July 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 McLean Emmett E

2. Issuer Name and Ticker or Trading Symbol  
 MEDICAL PROPERTIES TRUST INC [MPW]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1000 URBAN CENTER DRIVE, SUITE 501  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/29/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & COO

BIRMINGHAM, AL 35242

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common stock, par value \$0.001 | 06/29/2017                           |  | A                              |   | 68,824<br>(2) (3) (4)   | A  | \$ 0 820,993 (1) D                |
| Common stock, par value \$0.001 | 06/29/2017                           |  | A                              |   | 218,199<br>(5) (6)  | A  | \$ 0 1,039,192 D                  |

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| McLean Emmett E<br>1000 URBAN CENTER DRIVE<br>SUITE 501<br>BIRMINGHAM, AL 35242 |               |           | Executive Vice President & COO |       |

## Signatures

W. Zachary Riddle, by power of attorney 07/03/2017

\_\_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).
- (1) The total amount of securities beneficially owned following the reported transaction includes a decrease of 115,000 shares as a result of forfeitures related to previously disclosed share awards.
- Represents the target number of shares that may be earned based on the achievement of specific performance thresholds as set by our compensation committee for the one-year performance period of 2017. However, more or less shares than the target number of shares may be earned based on our performance with the number of shares earned based on achievement of performance between points being interpolated on a linear basis. The pre-established performance thresholds for 2017 are as follows: a. Approximately 47% of the target shares may be earned based on the Company's return on equity ("ROE"), as defined by our compensation committee, over the period from January 1, 2017 through December 31, 2017. If the Company's ROE is equal to 12.5% for the one-year period, 50% of these shares will be earned. If the Company's ROE is equal to 13%, 100% of these shares will be earned. If the Company's ROE is greater than or equal to 13.5%, 200% of these shares will be earned. (continued on footnote 3)

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b. Approximately 42% of the target shares may be earned based on the achievement of a one-year total shareholder return as compared to the SNL U.S. REIT Healthcare Index ("Index") over the period from January 1, 2017 through December 31, 2017. If the shareholder return is equal to the Index minus 3% for the one-year period, 50% of these shares will be earned. If the shareholder return is equal to the Index, 100% of these shares will be earned. If the shareholder return is greater than or equal to the Index plus 3%, 200% of these shares will be earned. (continued on footnote 4)

(3) c. Approximately 11% of the target shares may be earned based on the Company's general and administrative expenses ("G&A") as a percentage of revenue, as defined by our compensation committee, over the period from January 1, 2017 through December 31, 2017. If the Company's G&A as a percentage of revenue is equal to 10% for the one-year period, 50% of these shares will be earned. If the Company's G&A as a percentage of revenue is equal to 9.5%, 100% of these shares will be earned. If the Company's G&A as a percentage of revenue is 9% or less, 200% of these shares will be earned. At the end of the one-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.

Shares may be earned based on the achievement of a multi-year cumulative total shareholder return as compared to pre-established returns set by our compensation committee. If the cumulative shareholder return from January 1, 2017 through December 31, 2019 is 27% or greater, then 30% of these shares will be earned ("2019 award"). If the cumulative shareholder return from January 1, 2017 through December 31, 2020 is 36% or greater, then 30% of these shares may be earned ("2020 award"). However, the maximum percentage cumulatively earned in connection with both the 2019 award and the 2020 award shall not exceed 30% of the total award. If the cumulative shareholder return from January 1, 2017 through December 31, 2021 is 45% or greater, then 100% of these shares will be earned less the shares earned with the 2019 award and the 2020 award. (continued on footnote 6)

(5) At the end of each of the performance periods, any earned shares during such period will vest on January 1 of the following calendar year. 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.

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