

McLean Emmett E
Form 4
May 31, 2018

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 *
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)
05/29/2018

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common stock, par value \$0.001 | 05/29/2018 | | A | (1) | 70,644 | A | \$ 0 1,063,965 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted common stock units | (2) | 05/29/2018 | | A | 143,198 (3) (4) | (3)(4) | (3)(4) | Common stock, par value \$0.001 | 143,198 |

Reporting Owners

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

Signatures

W. Zachary Riddle, by power of attorney
05/31/2018

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) Shares vest at the beginning of each calendar quarter ending March 31, 2021; dividends are paid currently.

(2) Each restricted stock award is the economic equivalent of one share of the Company's common stock.

Represents the target number of shares that may be earned based on the achievement of specific performance thresholds pertaining to the Company's return on equity (40%), EBITDA (40%), and completed acquisitions (20%), as defined and set by our compensation committee, over the period from January 1, 2018 through December 31, 2020, with the opportunity to earn up to one third of the award in any one year for performance against the specified measures. 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. Furthermore, each of the performance based awards are subject to a modifier, which increases or decreases actual shares earned (both in one year and three years) based on the Company's relative total return to shareholders compared to the SNL Healthcare REIT Index. (continued on footnote 4)

(4) 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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