

MEDICAL PROPERTIES TRUST INC

Form 4/A

August 16, 2007

**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)  
 08/07/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title \_\_\_\_ Other (specify  
 below) below)  
 EVP and COO

BIRMINGHAM, AL 35242

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 08/09/2007

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
 \_\_\_X\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$.001	08/07/2007		A		70,000 (1)	\$ 0	350,609 D

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

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 information contained in this form are not  
 required to respond unless the form  
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 number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)**

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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.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(2)</u>	\$ 0 <u>(2)</u>	08/07/2007		A		100,000 <u>(2)</u>		<u>(2)(3)</u>	<u>(2)</u>	Common Stock, par value \$.001	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLean Emmett E 1000 URBAN CENTER DRIVE SUITE 501 BIRMINGHAM, AL 35242			EVP and COO	

## Signatures

Philip Summerlin, by power of attorney  
08/16/2007  
\*\*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) Represents shares of restricted stock awarded pursuant to the Company's Second Amended and Restated 2004 Equity Incentive Plan and which vest ratably on December 31 of each year over a seven year period beginning December 31, 2007.
- Represents units of limited partnership interest in MPT Operating Partnership, L.P. ("MPT OP") of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's Second Amended and Restated 2004 Equity Incentive Plan. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into units of profits interest in MPT OP (a "Common Unit"). Each Common Unit acquired upon conversion of a LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.
- (2) Represents LTIP Units awarded as core performance awards (CPRE). CPRE vest annually and ratably over a 7 year period (beginning 3/1/07 through 12/31/13) contingent on the Company achieving a simple 9% annual total return to shareholders (pro-rated to 7.5% for the first year vesting period from 3/1/07 to 12/31/07). CPRE are subject to forfeiture if less than the full award vests over the 7 year performance measurement period. At the end of each calendar year, the Compensation Committee will determine the Company's pro-rated annual and cumulative total return to shareholders from 3/1/07 through the end of each calendar year. Vesting will occur at the end of each calendar year as follows (pro-rated for 2007): Annual and Cumulative Return per year both less than 9% - 0% vesting; Annual or Cumulative Return per year equal to or greater than simple 9% - 14.286% vesting; Cumulative Return per year equal to or greater than simple 9% - any portion that failed to vest in prior years.
- (3)

**Remarks:**

This filing adds the performance based awards made on August 7, 2007. The time based awards vest on December 31 of each

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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