

MEDICAL PROPERTIES TRUST INC
 Form 4
 February 26, 2014

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 *
 Aldag Edward K JR

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President, and CEO

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/24/2014

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 or Price | | |
| Common stock, par value \$0.001 | 02/24/2014 | | A | | 237,520 ₍₁₎ | A | \$ 0 2,646,518 ₍₂₎ D |
| Common stock, par value \$0.001 | 02/24/2014 | | A | | 250,000 _{(3) (4)} | A | \$ 0 2,896,518 D |

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

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(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 |
| Aldag Edward K JR 1000 URBAN CENTER DRIVE SUITE 501 BIRMINGHAM, AL 35242 | X | | Chairman, President, and CEO | |

Signatures

Alison G. Schmidt, by power of attorney
Date: 02/26/2014

**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) Fifty percent of such shares vest ratably at the beginning of each of the 12 calendar quarters ending March 31, 2017; 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, 2018; accrued dividends are paid only upon achievement of the performance measures.
 - (2) The total amount of securities beneficially owned following the reported transaction includes a decrease of 110,573 shares as a result of forfeitures related to previously disclosed share awards.
 - (3) 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

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is less than or equal to 27.0% for the three-year period, no shares will be earned, whereas if a total shareholder return of 35.0% 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 upon achievement of the performance measures.

- (4) 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.

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