MEDICAL PROPERTIES TRUST INC
Form 4
July 03, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
McLean Emmett E

(Last) (First) (Middle)

1000 URBAN CENTER DRIVE, SUITE 501

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

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

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

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

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

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

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

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 $0.001	06/29/2017		A		68,824 (2) (3) (4)	A	$ 0	820,993 (1)	D	
Common stock, par value $0.001	06/29/2017		A		218,199 (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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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	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.

(2) 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)

(3) 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)

(4) 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.

(5) 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)

(6) 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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