

MEDICAL PROPERTIES TRUST INC

Form 4/A

August 16, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
HAMNER R STEVEN2. 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
☒ Officer (give title below) ☐ Other (specify
below) EVP and CFO

BIRMINGHAM, AL 35242

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/09/20076. 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)
Common Stock, par value \$.001	08/07/2007		A	110,000 (2)	A \$ 0 388,351	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
displays a currently valid OMB control
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. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LTIP Units <u>(3)</u>	\$ 0 <u>(3)</u>	08/07/2007		A		75,000 <u>(3)</u>		<u>(1)(3)</u>	<u>(3)</u>	Common Stock, par value \$.001	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMNER R STEVEN 1000 URBAN CENTER DRIVE SUITE 501 BIRMINGHAM, AL 35242	X		EVP and CFO	

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) LTIP Units vest ratably on December 31 of each year over a seven year period beginning December 31, 2007.

Represents shares of restricted stock 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 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 equal to or greater than simple 9% - 14.286% vesting; Cumulative Return per year equal to or greater than simple 9% - any unvested portion that failed to vest in prior years.

(3) 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.

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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