

MATHIS LARRY  
Form 4  
December 07, 2012

**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 \*  
MATHIS LARRY

2. Issuer Name and Ticker or Trading Symbol  
HEALTHCARE TRUST OF AMERICA, INC. [HTA]

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

(Last) (First) (Middle)  
C/O HEALTHCARE TRUST OF AMERICA, INC., 16435 N. SCOTTSDALE ROAD, SUITE 320  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SCOTTSDALE, AZ 85254  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            | 12/06/2012                           |  | P                              | 10,000  | A \$ 10.07  | 53,024 <sup>(1)</sup> <sup>(2)</sup>                     | D  |
| Class A Common Stock            | 12/07/2012                           |  | P                              | 15,000  | A \$ 9.99 <sup>(3)</sup>  | 68,024 <sup>(2)</sup>                                    | D  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MATHIS LARRY<br>C/O HEALTHCARE TRUST OF AMERICA, INC.<br>16435 N. SCOTTSDALE ROAD, SUITE 320<br>SCOTTSDALE, AZ 85254 | X             |           |         |       |

## Signatures

Larry L. Mathis by Kellie S. Pruitt, as attorney-in-fact, for Larry L. Mathis 12/07/2012

\*\*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) Reflects the repurchase by the issuer of a fractional share.
  - (2) Includes 8,881 shares of each of Class B-2 and B-3 common stock, which are scheduled to automatically convert into shares of Class A common stock on June 6, 2013 and December 6, 2013, respectively.
- This transaction was executed in multiple trades at prices ranging from \$9.93 to \$10.05. The price reported above reflects the
- (3) weighted-average purchase price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request of the SEC staff, the issuer or a security holder of the issuer.

### Remarks:

Exhibit List  
Exhibit 24 - Confirming Statement

## Edgar Filing: MATHIS LARRY - Form 4

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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