

Holmes Robert E
Form 5
February 12, 2009

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Holmes Robert 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)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2008

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

1000 URBAN CENTER
DRIVE, SUITE 501

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BIRMINGHAM, AL 35242

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

SEC 2270
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)				(Instr. 3 and 4)		Sec (Ins
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Deferred Stock Units <u>(1)</u>	\$ 12.08	03/13/2008	Â	J <u>(2)</u>	254	Â	05/18/2009	Â <u>(3)</u>	Common Stock, par value \$.001	254	\$
Deferred Stock Units <u>(1)</u>	\$ 12.12	06/13/2008	Â	J <u>(2)</u>	259	Â	05/18/2009	Â <u>(3)</u>	Common Stock, par value \$.001	259	\$
Deferred Stock Units <u>(1)</u>	\$ 11.08	09/18/2008	Â	J <u>(2)</u>	289	Â	05/18/2009	Â <u>(3)</u>	Common Stock, par value \$.001	289	\$
Deferred Stock Units <u>(1)</u>	\$ 6.26	12/23/2008	Â	J <u>(2)</u>	388	Â	05/18/2009	Â <u>(3)</u>	Common Stock, par value \$.001	388	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holmes Robert E 1000 URBAN CENTER DRIVE SUITE 501 BIRMINGHAM,Â ALÂ 35242	Â X Â Â Â

Signatures

Philip Summerlin, by power of attorney
02/12/2009
 **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 the rights to receive common stock by May, 2009.

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- (2) The transaction represents additional deferred stock units in lieu of cash dividends on vested deferred stock units as required by the Second Amended and Restated Medical Properties Trust 2004 Equity Incentive Plan.
- (3) The deferred stock units will not expire.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.