

HEALTHCARE REALTY TRUST INC  
Form 10-Q/A  
May 10, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: March 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-11852

**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact name of Registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**62 1507028**  
(I.R.S. Employer

Identification No.)

**3310 West End Avenue**

**Suite 700**

**Nashville, Tennessee 37203**

(Address of principal executive offices)

**(615) 269-8175**

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 25, 2012, 77,961,903 shares of the Registrant's Common Stock were outstanding.

**Explanatory Note**

The sole purpose of this Amendment to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2012, filed with the Securities and Exchange Commission on May 1, 2012 (the "Form 10-Q"), is to furnish the Interactive Data Files on Exhibit 101. No other changes have been made to the Form 10-Q, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are otherwise not subject to liability under those sections.

**Item 6. Exhibits.**

| Exhibit         | Description                                                                                                                                                                                                                                            |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 3.1*    | Second Articles of Amendment and Restatement of the Company (1)                                                                                                                                                                                        |
| Exhibit 3.2 *   | Amended and Restated Bylaws of the Company, as amended (2)                                                                                                                                                                                             |
| Exhibit 4.1*    | Specimen Stock Certificate (1)                                                                                                                                                                                                                         |
| Exhibit 4.2*    | Second Supplemental Indenture, dated as of March 30, 2004, by the Company to HSBC Bank USA, National Association, as Trustee, (formerly Wachovia Bank, National Association, as Trustee) (3)                                                           |
| Exhibit 4.3*    | Form of 5.125% Senior Note Due 2014 (3)                                                                                                                                                                                                                |
| Exhibit 4.4*    | Third Supplemental Indenture, dated December 4, 2009, by and between the Company and Regions Bank, as Trustee (4)                                                                                                                                      |
| Exhibit 4.5*    | Form of 6.50% Senior Notes due 2017 (set forth in Exhibit B to the Third Supplemental Indenture filed as Exhibit 4.7 thereto) (4)                                                                                                                      |
| Exhibit 4.6*    | Fourth Supplemental Indenture, dated December 13, 2010, by and between the Company and Regions Bank, as Trustee (5)                                                                                                                                    |
| Exhibit 4.7*    | Form of 5.750% Senior Notes due 2021 (set forth in Exhibit B to the Fourth Supplemental Indenture filed as Exhibit 4.9 thereto) (5)                                                                                                                    |
| Exhibit 11*     | Statement re: Computation of per share earnings (filed herewith in Note 7 to the Condensed Consolidated Financial Statements)                                                                                                                          |
| Exhibit 31.1*   | Certification of the Chief Executive Officer of Healthcare Realty Trust Incorporated pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |
| Exhibit 31.2*   | Certification of the Chief Financial Officer of Healthcare Realty Trust Incorporated pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith) |
| Exhibit 32*     | Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)                                                                                                           |
| Exhibit 101.INS | XBRL Instance Document (furnished herewith)                                                                                                                                                                                                            |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema Document (furnished herewith)                                                                                                                                                                                           |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document (furnished herewith)                                                                                                                                                                             |
| Exhibit 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document (furnished herewith)                                                                                                                                                                                  |
| Exhibit 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document (furnished herewith)                                                                                                                                                                              |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (furnished herewith)                                                                                                                                                                            |

- (1) Filed as an exhibit to the Company's Registration Statement on Form S-11 (Registration No. 33-60506) previously filed pursuant to the Securities Act of 1933 and hereby incorporated by reference.

- (2) Filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2007 and hereby incorporated by reference.
- (3) Filed as an exhibit to the Company's Form 8-K filed March 29, 2004 and hereby incorporated by reference.
- (4) Filed as an exhibit to the Company's Form 8-K filed December 4, 2009 and hereby incorporated by reference.
- (5) Filed as an exhibit to the Company's Form 8-K filed December 13, 2010 and hereby incorporated by reference.
- \* These exhibits were previously included or incorporated by reference in the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2012, filed with the Securities and Exchange Commission on May 1, 2012.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HEALTHCARE REALTY TRUST INCORPORATED

Date: May 10, 2012

By: /s/ SCOTT W. HOLMES  
Scott W. Holmes  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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