

MEDICAL PROPERTIES TRUST INC

Form 4/A

August 16, 2007

**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 \*  
Stewart Michael G

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)

1000 URBAN CENTER  
DRIVE, SUITE 501

(Street)

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

08/07/2007

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

EVP and General Counsel

BIRMINGHAM, AL 35242

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
08/09/2007

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001	08/07/2007		A	35,000 (1)	A \$ 0 187,583	D	
Common Stock, par value \$.001	08/07/2007		A	45,000 (2)	A \$ 0 187,583	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  
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SEC 1474  
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
							Amount or Number of Shares		
							Title		
							Date Exercisable	Expiration Date	
							Code	V	(A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stewart Michael G 1000 URBAN CENTER DRIVE SUITE 501 BIRMINGHAM, AL 35242	EVP and General Counsel

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) Represents shares of restricted stock awarded pursuant to the Company's Second Amended and Restated 2004 Equity Incentive Plan and which 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 acheiving 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 per year equal to or greater than simple 9% - 14.286% vesting; Cumulative Return per year equal to or greater than simple 9% - any portion that failed to vest in prior years.

Remarks:

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This filing adds the performance awards made on August 7, 2007. The time based awards vest on December 31 of each year.

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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