

MEDICAL PROPERTIES TRUST INC

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
DAWSON G STEVEN

(Last) (First) (Middle)

1000 URBAN CENTER  
DRIVE, SUITE 501

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
MEDICAL PROPERTIES TRUST  
INC [MPW]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

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 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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Derivative |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------------|--------------------------------------------|-------------------------------------------------|---------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------------|--------------------------------------------|-------------------------------------------------|---------------|

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

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| DAWSON G STEVEN<br>1000 URBAN CENTER DRIVE<br>SUITE 501<br>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 and unvested deferred stock units as required by the Second Amended and Restated 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.