RETAIL PROPERTIES OF AMERICA, INC.

Form 4 April 05, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

(7:-

1(b).

(C:+-)

(Ctata)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GAUVREAU PAUL** Issuer Symbol RETAIL PROPERTIES OF (Check all applicable) AMERICA, INC. [RPAI] \_X\_\_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title \_ Other (specify (Month/Day/Year) below) 2021 SPRING ROAD, SUITE 200 04/05/2013 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting OAK BROOK, IL 60523 Person

(City)	(State) (	Table Table	e I - Non-D	erivative S	Securitie	es Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acqu	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed o	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)		Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D) l	Price	(Instr. 3 and 4)		
Class A									
common	04/05/2013		C	11,173	A (	<u>(2)</u>	33,519	D	
stock (1)									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	TransactionDerivative Ex Code Securities (N		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Class B-2 common stock	(3)	04/05/2013		С		11,173	(3)	(3)	Class A common stock	11,173
Class A common stock option (right to buy) (1)	\$ 22.375 (4)	04/05/2013		С	50		06/08/2006	06/07/2014	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013		С		50	06/08/2006	06/07/2014	Class B-2 common stock	50
Class A common stock option (right to buy) (1)	\$ 22.375 (4)	04/05/2013		С	50		06/07/2007	06/06/2015	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013		С		50	06/07/2007	06/06/2015	Class B-2 common	50
Class A common stock option (right to buy) (1)	\$ 25 (4)	04/05/2013		С	50		10/10/2008	10/09/2016	Class A common stock	50
Class B-2	<u>(4)</u>	04/05/2013		С		50	10/10/2008	10/09/2016	Class B-2 common	50

common stock								stock	
option (right to buy)									
Class A common stock option (right to buy) (1)	\$ 25 (4)	04/05/2013	(	C 50	)	11/13/2009	11/12/2017	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	(	C	50	11/13/2009	11/12/2017	Class B-2 common stock	50
Class A common stock (right to buy) (1)	\$ 25 (4)	04/05/2013	(	C 50	0	10/14/2010	10/13/2018	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	(	C	500	10/14/2010	10/13/2018	Class B-2 common stock	500
Class A common stock option (right to buy) (1)	\$ 21.25 (4)	04/05/2013	(	C 50	0	10/13/2011	10/12/2019	Class A commons stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	(	С	500	10/13/2011	10/12/2019	Class B-2 common stock	500
Class A common stock (right to	\$ 17.125 (4)	04/05/2013	(	C 50	0	10/12/2012	10/11/2020	Class A common stock	500

buy) <u>(1)</u>									
Class B-2 common stock option (right to buy)	(4)	04/05/2013	C		500	10/12/2012	10/11/2020	Class B-2 common stock	500
Class A common stock option (right to buy) (1)	\$ 17.375 (4)	04/05/2013	C	500		10/11/2013	10/10/2021	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	C		500	10/11/2013	10/10/2021	Class B-2 common stock	500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
GAUVREAU PAUL 2021 SPRING ROAD, SUITE 200 OAK BROOK, IL 60523	X						

# **Signatures**

/s/ Dennis K. Holland, attorney in fact

04/05/2013

\*\*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).
- In March 2012, Retail Properties of America, Inc. effectuated a reverse split of its then outstanding common stock, redesignated its common stock as Class A common stock, and subsequently paid a stock dividend pursuant to which each outstanding share of Class A common stock received one share each of Class B-1, Class B-2, and Class B-3 common stock. The net result was each previously
- outstanding share of common stock converted into 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock and each option to buy a previously outstanding share of common stock being converted into an option to buy 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock. On April 5, 2013, the Class B-2 common stock automatically converted into Class A common stock on a one-for-one basis and options to buy shares of Class B-2 common stock automatically converted into options to buy an equal number of shares of Class A common stock.
- (2) Converted from shares of Class B-2 common stock into Class A common stock on a one-for-one basis.

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- (3) The Class B-2 common stock automatically converted into Class A common stock on April 5, 2013 on a one-for-one basis.
- (4) Converted from an option to buy shares of Class B-2 common stock into an option to buy an equal number of shares of Class A common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.