

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

(Rule 14d-100)

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

(Amendment No. 3)

**MEDICAL PROPERTIES TRUST, INC.
MPT OPERATING PARTNERSHIP, L.P.**

(Names of Subject Companies (Issuers))

**MEDICAL PROPERTIES TRUST, INC.
MPT OPERATING PARTNERSHIP, L.P.**

(Names of Filing Persons (Issuers))

MPT Operating Partnership, L.P. 9.25% Exchangeable Senior Notes due 2013

(Title of Class of Securities)

55342NAG5

(CUSIP Number of Class of Securities)

Edward K. Aldag, Jr.
Chairman, President, Chief Executive Officer
Medical Properties Trust, Inc.
1000 Urban Center Drive, Suite 501
Birmingham, Alabama 35242
(205) 969-3755

With copies to:

Yoel Kranz, Esq.
James P.C. Barri, Esq.
Goodwin Procter LLP
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000

(Name, Address and Telephone Numbers of Persons
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
\$108,791,222.22	\$12,630.66

* Calculated solely for purposes of determining the amount of the filing fee and based upon a transaction value of \$108,791,222.22. The amount of the filing fee, \$116.10 for each \$1,000,000 of transaction value, was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended. In accordance with Rule 0-11(a)(2), the filing fee was offset at the time of the initial filing on June 15, 2011 by \$12,630.66 out of a total of \$29,960.04 of unutilized fees relating to \$601,285,769 of unsold securities previously registered on the registration statement on Form S-3 (Registration No. 333-140433), originally filed by Medical Properties Trust, Inc. on February 2, 2007.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$107,000
Form or Registration No.: 333-140433

Filing Party:
Date Filed:

Medical Properties Trust, Inc.
February 2, 2007

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Introductory Statement

This Amendment No. 3 (this “**Amendment No. 3**”) amends and supplements the Tender Offer Statement on Schedule TO (the “**Original Schedule TO**”), originally filed with the Securities and Exchange Commission (the “**SEC**”) on June 15, 2011, by Medical Properties Trust, Inc. (“**Holdings**”), as amended and supplemented by Amendment No. 1 (“**Amendment No. 1**”) filed with the SEC on June 29, 2011 by Holdings and MPT Operating Partnership, L.P. (the “**Operating Partnership**,” and together with Holdings, “**Medical Properties Trust**”) and Amendment No. 2 (“**Amendment No. 2**”) filed with the SEC on July 11, 2011 by Medical Properties Trust. The Original Schedule TO, as amended and supplemented by Amendment No. 1 and Amendment No. 2 (the “**Schedule TO**”) relates to the offer by Medical Properties Trust to purchase for cash any and all of the Operating Partnership’s outstanding 9.25% Exchangeable Senior Notes due 2013 (the “**Notes**”), upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 15, 2011 (as amended, the “**Offer to Purchase**”), a copy of which was previously filed as Exhibit (a)(1)(A) to Amendment No. 1, and in the related Letter of Transmittal (as amended, the “**Letter of Transmittal**”), a copy of which was filed as Exhibit (a)(1)(B) to Amendment No. 1 (which, together with any amendments or supplements thereto, collectively constitute the “**Tender Offer**”).

This Amendment No. 3 reports the results of the Tender Offer and includes only the items in the Schedule TO that are being amended, and unaffected items are not included herein. Except as specifically set forth herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule TO. All capitalized terms used in this Amendment No. 3 and not otherwise defined herein have the respective meaning ascribed to them in the Schedule TO. You should read this Amendment No. 3 together with the Schedule TO, the Offer to Purchase and the related Letter of Transmittal.

The Schedule TO was, and this Amendment No. 3 is being, filed in satisfaction of the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended. The information set forth in the Offer to Purchase, including the accompanying Letter of Transmittal, is incorporated in this Amendment No. 3 by reference.

Item 4. Terms of the Transaction.

(b) *Material Terms.*

Item 4(b) of the Schedule TO is amended and supplemented by adding the following information:

The Tender Offer expired at 12:00 midnight, New York City time, on July 13, 2011 (inclusive of July 13, 2011), which we refer to as the Expiration Date. On July 14, 2011, Medical Properties Trust announced the acceptance for purchase of all Notes that were validly tendered and not validly withdrawn pursuant to the Tender Offer as of the Expiration Date. \$69,500,000 aggregate principal amount of Notes, representing 84.76% of the aggregate principal amount of the outstanding Notes prior to the Tender Offer, were validly tendered and accepted for purchase in the Tender Offer, at a purchase price of \$1,185.29 per \$1,000 principal amount of Notes, plus accrued and unpaid interest to, but not including, the date of payment. A copy of Medical Properties Trust’s press release announcing the expiration and final results of the Tender Offer is filed as Exhibit (a)(5)(C) hereto.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5)(C) Press Release, dated July 14, 2011, announcing results of tender offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MEDICAL PROPERTIES TRUST, INC.

By: /s/ R. Steven Hamner

Name: R. Steven Hamner

Title: Executive Vice President and Chief Financial Officer

MPT OPERATING PARTNERSHIP, L.P.

By: MEDICAL PROPERTIES TRUST, LLC, its general partner

By: MEDICAL PROPERTIES TRUST, INC., its sole member

By: /s/ R. Steven Hamner

Name: R. Steven Hamner

Title: Executive Vice President and Chief Financial Officer

Dated: July 14, 2011

EXHIBIT INDEX

- (a)(1)(A)*** Offer to Purchase, dated June 15, 2011, as amended and restated.
- (a)(1)(B)*** Form of Letter of Transmittal, as revised.
- (a)(1)(C)*** Letter to Brokers, Dealers, Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, as revised.
- (a)(1)(D)*** Letter to Client, as revised.
- (a)(2)-(4) Not applicable.
- (a)(5)(A)**** Press Release, dated June 15, 2011 announcing launch of tender offer.
- (a)(5)(B)** Press Release, dated July 11, 2011, announcing pricing of tender offer.
- (a)(5)(C)* Press Release, dated July 14, 2011, announcing results of tender offer.
- (b) Not applicable.
- (d)(1) Indenture, dated as of March 26, 2008, among MPT Operating Partnership, L.P., as Issuer, Medical Properties Trust, Inc., as Guarantor, and Wilmington Trust Company, as Trustee (filed as Exhibit 4.1 to Medical Properties Trust's Current Report on Form 8-K dated March 26, 2008, filed with the Commission on March 27, 2008).
- (d)(2) Registration Rights Agreement, dated as of March 27, 2008, among MPT Operating Partnership, L.P., Medical Properties Trust, Inc. and UBS Securities LLC, as representative of the initial purchasers (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated March 26, 2008, filed with the Commission on March 27, 2008).
- (d)(3) Second Amended and Restated 2004 Equity Incentive Plan (filed as Exhibit A to Medical Properties Trust's Proxy Statement on Schedule 14A, filed with the Commission on April 14, 2007).
- (d)(4) Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (LTIP Units) (filed as Exhibit 10.2 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 6, 2007).
- (d)(5) Form of Medical Properties Trust, Inc. 2007 Multi-Year Incentive Plan Award Agreement (Restricted Shares) (filed as Exhibit 10.1 to Medical Properties Trust's Current Report on Form 8-K dated July 31, 2007, filed with the Commission on August 15, 2007).
- (g) Not applicable.
- (h) Not applicable.

* Filed herewith

** Previously filed with Amendment No. 2

*** Previously filed with Amendment No. 1

**** Previously filed with the Original Schedule TO

Contact: Charles Lambert
Finance Director
Medical Properties Trust, Inc.
(205) 397-8897
clambert@medicalpropertiestrust.com

**MEDICAL PROPERTIES TRUST, INC. AND MPT OPERATING PARTNERSHIP, L.P. ANNOUNCE
RESULTS OF CASH TENDER OFFER FOR MPT OPERATING PARTNERSHIP, L.P.'S OUTSTANDING
9.25% EXCHANGEABLE SENIOR NOTES DUE 2013**

Birmingham, AL — July 14, 2011 — Medical Properties Trust, Inc. (the “**Company**”) (NYSE: MPW) and MPT Operating Partnership, L.P. (the “**Operating Partnership**”, and together with the Company, “**Medical Properties Trust**”) today announced the expiration and final results of the previously announced cash tender offer to purchase any and all of the outstanding 9.25% Exchangeable Senior Notes due 2013 (CUSIP Number 55342NAG5) issued by the Operating Partnership at a purchase price of \$1,185.29 for each \$1,000 principal amount of the exchangeable notes purchased pursuant to the tender offer, plus accrued and unpaid interest to, but not including, the date of payment. The tender offer expired at 12:00 midnight, New York City time, on July 13, 2011 (inclusive of July 13, 2011).

Pursuant to the tender offer, \$69,500,000 aggregate principal amount of the exchangeable notes, representing 84.76% of the aggregate principal amount of the outstanding exchangeable notes prior to the commencement of the tender offer, had been validly tendered and not validly withdrawn. All exchangeable notes validly tendered and not validly withdrawn in the tender offer were accepted for purchase by Medical Properties Trust. Payment of the aggregate consideration of approximately \$84,216,992, including accrued and unpaid interest, was made on the exchangeable notes accepted for purchase in accordance with the terms of the tender offer. Medical Properties Trust cancelled all the exchangeable notes it has accepted for purchase, and upon giving effect to such cancellation, \$12,500,000 aggregate principal amount of the exchangeable notes remains outstanding. Deutsche Bank Securities Inc. served as dealer manager during the tender offer.

This press release is for informational purposes only and is not an offer to sell or purchase or the solicitation of an offer to sell or purchase any securities discussed herein. The tender offer was made solely pursuant to the Offer to Purchase dated June 15, 2011 (as amended, the “**Offer to Purchase**”) and the accompanying Letter of Transmittal, as amended, which were filed by Medical Properties Trust with the Securities and Exchange Commission on June 29, 2011, as exhibits to an amended Tender Offer Statement on Schedule TO. The tender offer was not made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, “blue sky” or other laws of such jurisdiction.

About Medical Properties Trust, Inc.

Medical Properties Trust, Inc. is a Birmingham, Alabama based self-advised real estate investment trust formed to capitalize on the changing trends in healthcare delivery by acquiring and developing net-leased healthcare facilities. These facilities include inpatient rehabilitation hospitals, long-term acute care hospitals, regional acute care hospitals, ambulatory surgery centers and other single-discipline healthcare facilities, such as heart hospitals and orthopedic hospitals.

The statements in this press release that are forward looking are based on current expectations and actual results or future events may differ materially. Words such as “expects,” “believes,” “anticipates,” “intends,” “will,” “should” and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results of Medical Properties Trust or future events to differ materially from those expressed in or underlying such forward-looking statements, including without limitation: national and economic, business, real estate and other market conditions; the competitive environment in which Medical Properties Trust operates; the

execution of Medical Properties Trust's business plan; financing risks; the Company's ability to maintain its status as a REIT for federal income tax purposes; acquisition and development risks; potential environmental and other liabilities; and other factors affecting the real estate industry generally or healthcare real estate in particular. For further discussion of the factors that could affect outcomes, please refer to the "A Warning About Forward-Looking Statements" and "Item 1A. Risk Factors" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2010, as further updated by the Company's subsequent SEC filings. Except as otherwise required by the federal securities laws, Medical Properties Trust undertakes no obligation to update the information in this press release.