

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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).

1. Name and Address of Reporting Person* <u>HAMNER R STEVEN</u>  (Last) (First) (Middle) 1000 URBAN CENTER DRIVE SUITE 501  (Street) BIRMINGHAM AL 35242  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDICAL PROPERTIES TRUST INC [ MPW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.001	01/15/2021		A		101,374 <sup>(1)</sup>	A	\$0	1,707,203	D	
Common stock, par value \$0.001	01/15/2021		A		196,785 <sup>(2)</sup>	A	\$0	1,903,988	D	
Common stock, par value \$0.001	01/15/2021		A		86,469 <sup>(3)</sup>	A	\$0	1,990,457	D	
Common stock, par value \$0.001	01/15/2021		C		55,905 <sup>(4)</sup>	A	\$0	2,046,362	D	
Common stock, par value \$0.001	01/15/2021		A		93,526 <sup>(5)</sup>	A	\$0	2,139,888	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted common stock units	\$0	01/15/2021		C		55,905 <sup>(4)</sup>		(6)	(6)	Common stock, par value \$0.001	\$0	0	D	

**Explanation of Responses:**

- Shares vest ratably at the beginning of each of the 12 calendar quarters beginning April 1, 2021.
- Shares will be earned based on the achievement of specific performance thresholds pertaining to the Company's per share funds from operations, EBITDA, and acquisitions, as defined and set by our compensation committee, over the period from January 1, 2021 through December 31, 2023, with the opportunity to earn up to one third of the award for 2021 performance against the specified measures. The actual number of shares to be issued will vary depending upon the achievement of specific performance thresholds.
- Represents additional shares earned under the 2020 performance award based on the Company's actual performance as compared to the performance hurdles defined in the award agreement along with shares earned pursuant to the modifier provisions in the award, which allowed for more shares to be earned based on the Company's total return to shareholders and how the Company's relative total return to shareholders compared to the SNL Healthcare REIT Index. The shares vested on January 1, 2021.
- Represents shares earned under the 2018 performance award equal to approximately one third of the target number of shares granted.
- Represents additional shares earned under the 2018 performance award based on the Company's actual performance as compared to the performance hurdles defined in the award agreement along with shares earned pursuant to the modifier provisions in the award, which allowed for more shares to be earned based on how the Company's relative total return to shareholders compared to the SNL Healthcare REIT Index. The shares vested on January 1, 2021.
- The shares vested on January 1, 2021.

Emily R. Sawyer, by power of attorney 01/20/2021

\*\* Signature of Reporting Person Date

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

\* 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).

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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