
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 12, 2010

MEDICAL PROPERTIES TRUST, INC.

(Exact name of registrant as specified in its charter)

Commission File Number 001-32559

Maryland

(State or other jurisdiction
of incorporation)

20-0191742

(IRS. Employer
Identification No.)

**1000 Urban Center Drive, Suite 501
Birmingham, AL**

(Address of principal executive offices)

35242

(Zip Code)

Registrant's telephone number, including area code
(205) 969-3755

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 12, 2010, Medical Properties Trust, Inc. (the “Company”) filed an automatic shelf registration statement on Form S-3 (File No. 333-164889) (the “Registration Statement”) with the Securities and Exchange Commission to replace the Company’s existing shelf registration statement on Form S-3 (File No. 333-140433), which is set to expire on February 15, 2010. In connection with the filing of the Registration Statement, the Company also filed a new prospectus supplement, dated February 12, 2010, relating to the offer and sale of the remaining \$49,692,509 in shares of the Company’s common stock that may be issued from time to time pursuant to the “at the market” offering program previously announced by the Company on November 9, 2010. For further details about the offering program, please refer to the new prospectus supplement and to the Company’s Current Report on Form 8-K filed with the SEC on November 10, 2009.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Goodwin Procter LLP regarding the legality of shares offered
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDICAL PROPERTIES TRUST, INC.
(Registrant)

By: /s/ R. Steven Hamner _____
R. Steven Hamner
Executive Vice President and
Chief Financial Officer
(Principal Financial and
Accounting Officer)

Date: February 12, 2010

Exhibit Index

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[Goodwin Procter LLP Letterhead]

February 12, 2010

Medical Properties Trust, Inc.
1000 Urban Center Drive, Suite 501
Birmingham, AL 35242

Re: Securities Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

Reference is made to our opinion letter dated February 12, 2010 and included as Exhibit 5.1 to the Registration Statement on Form S-3ASR (the "Registration Statement") filed on February 12, 2010 by Medical Properties Trust, Inc., a Maryland corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement became effective upon filing on February 12, 2010. We are delivering this supplemental opinion letter in connection with the prospectus supplement (the "Prospectus Supplement") filed on February 12, 2010 by the Company with the Commission pursuant to Rule 424 under the Securities Act. The Prospectus Supplement relates to the offering by the Company of up to \$49,692,509 of shares of the Company's common stock, \$0.001 par value (the "Shares") covered by the Registration Statement. We understand that the Shares are to be offered and sold in the manner described in the Prospectus Supplement.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Maryland General Corporation Law (which includes reported judicial decisions interpreting the Maryland General Corporation Law).

For purposes of the opinion expressed below, we have assumed that a sufficient number of authorized but unissued shares of the Company's common stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of (i) the Equity Distribution Agreement, dated November 9, 2009, by and among the Company, MPT Operating Partnership, L.P., a Delaware limited partnership (the "Operating Partnership"), and KeyBanc Capital Markets Inc., as amended on February 12, 2010, (ii) the Equity Distribution Agreement, dated November 9, 2009, by and among the Company, the Operating Partnership

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and Deutsche Bank Securities Inc., as amended on February 12, 2010, and (iii) the Equity Distribution Agreement, dated November 9, 2009, by and between the Company, the Operating Partnership and RBC Capital Markets Corporation, as amended on February 12, 2010, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as an exhibit to the Company's Current Report on Form 8-K dated February 12, 2010 which is incorporated by reference into the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP