

OMB APPROVAL	
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**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

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>Aldag Edward K JR</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>Chairman, President &amp; CEO</u>	
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2024		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	03/08/2024		A		873,206 <sup>(1)</sup>	A	\$0	5,080,457	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						Title
Restricted common stock units	\$0	03/08/2024		A		1,800,000 <sup>(2)(3)</sup>		(2)(3)	(2)(3)	Common stock, par value \$0.001	1,800,000	\$0	1,800,000	D	

**Explanation of Responses:**

- Shares vest ratably at the beginning of each of the 12 calendar quarters beginning April 1, 2024.
- The restricted stock units were granted under the Medical Properties Trust, Inc. Amended and Restated 2019 Equity Incentive Plan and will be earned based on the achievement of specified increases in the price of the Company's common stock during the four-year period following March 8, 2024 (the "Grant Date") as follows: (i) if the Company's share price increases to \$7.00, 100% of the restricted stock units will be earned; (ii) if the Company's share price increases to \$8.50, 200% of the restricted stock units will be earned; and (iii) if the Company's share price increases to \$10.00, 300% of the restricted stock units will be earned. The actual number of restricted stock units to be earned will be determined based on the trailing 20-trading day average closing price of the Company's common stock (continued on footnote 3).
- Earned restricted stock units will be settled in cash in equal quarterly installments over two years following the date the restricted stock units are earned, subject to the grantee's continued employment through such date, provided that all unsettled earned restricted stock units will be settled in cash in full on the date that the Compensation Committee makes the final determination regarding achievement of the performance metrics following the end of the four year performance period. Each restricted stock unit will be settled in cash based on the value of a share of common stock.

W. Zachary Riddle, by power of attorney 03/12/2024

\*\* 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.

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 Number.