

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>McLean Emmett E</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President &amp; COO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/29/2018</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.001	05/29/2018		A		70,644 <sup>(1)</sup>	A	\$0	1,063,965	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	(2)	05/29/2018		A		143,198 <sup>(3)(4)</sup>		(3)(4)	(3)(4)	Common stock, par value \$0.001	143,198	\$0	143,198	D	

**Explanation of Responses:**

- Shares vest at the beginning of each calendar quarter ending March 31, 2021; dividends are paid currently.
- Each restricted stock award is the economic equivalent of one share of the Company's common stock.
- Represents the target number of shares that may be earned based on the achievement of specific performance thresholds pertaining to the Company's return on equity (40%), EBITDA (40%), and completed acquisitions (20%), as defined and set by our compensation committee, over the period from January 1, 2018 through December 31, 2020, with the opportunity to earn up to one third of the award in any one year for performance against the specified measures. However, more or less shares than the target number of shares may be earned based on our performance with the number of shares earned based on achievement of performance between points being interpolated on a linear basis. Furthermore, each of the performance based awards are subject to a modifier, which increases or decreases actual shares earned (both in one year and three years) based on the Company's relative total return to shareholders compared to the SNL Healthcare REIT Index. (continued on footnote 4)
- At the end of each of the performance periods, any earned shares during such period will vest on January 1 of the following calendar year. Dividends are paid on these shares only upon achievement of the performance measures.

W. Zachary Riddle, by power of attorney 05/31/2018

\*\* 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.