

Holmes Robert E  
 Form 5  
 February 12, 2009

**FORM 5**

OMB APPROVAL

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 Holmes Robert E

2. Issuer Name and Ticker or Trading Symbol  
 MEDICAL PROPERTIES TRUST  
 INC [MPW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

1000 URBAN CENTER  
 DRIVE, SUITE 501

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

BIRMINGHAM, AL 35242

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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)<br>(A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction of | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Derivative |
|------------------------|---------------|--------------------------------------|-----------------------------------|-------------------|--------------|---|--|---------------|
|------------------------|---------------|--------------------------------------|-----------------------------------|-------------------|--------------|---|--|---------------|

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| Security (Instr. 3)                 | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)           | (Instr. 3 and 4) | Sec (Instr. 3 and 4) |   |                |                                |     |    |
|-------------------------------------|--|----------------------|-----------------|--|----------------------------|------------------|----------------------|---|----------------|--------------------------------|-----|----|
| (A)                                 | (D)                                      | Date Exercisable     | Expiration Date | Title  | Amount or Number of Shares |                  |                      |   |                |                                |     |    |
| Deferred Stock Units <sup>(1)</sup> | \$ 12.08                                 | 03/13/2008           | Â               | J <sup>(2)</sup>   | 254                        | Â                | 05/18/2009           | Â | <sup>(3)</sup> | Common Stock, par value \$.001 | 254 | \$ |
| Deferred Stock Units <sup>(1)</sup> | \$ 12.12                                 | 06/13/2008           | Â               | J <sup>(2)</sup>   | 259                        | Â                | 05/18/2009           | Â | <sup>(3)</sup> | Common Stock, par value \$.001 | 259 | \$ |
| Deferred Stock Units <sup>(1)</sup> | \$ 11.08                                 | 09/18/2008           | Â               | J <sup>(2)</sup>   | 289                        | Â                | 05/18/2009           | Â | <sup>(3)</sup> | Common Stock, par value \$.001 | 289 | \$ |
| Deferred Stock Units <sup>(1)</sup> | \$ 6.26                                  | 12/23/2008           | Â               | J <sup>(2)</sup>   | 388                        | Â                | 05/18/2009           | Â | <sup>(3)</sup> | Common Stock, par value \$.001 | 388 | \$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Holmes Robert E<br>1000 URBAN CENTER DRIVE<br>SUITE 501<br>BIRMINGHAM, AL 35242 | Â X           | Â         | Â       | Â     |

## Signatures

Philip Summerlin, by power of attorney  
02/12/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Represents the rights to receive common stock by May, 2009.

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- (2) The transaction represents additional deferred stock units in lieu of cash dividends on vested deferred stock units as required by the Second Amended and Restated Medical Properties Trust 2004 Equity Incentive Plan.
- (3) The deferred stock units will not expire.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.