

HEALTHCARE TRUST OF AMERICA, INC.

Form 4

June 08, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERS SCOTT D

2. Issuer Name and Ticker or Trading
Symbol
**HEALTHCARE TRUST OF
AMERICA, INC. [HTA]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**16435 N SCOTTSDALE RD, SUITE
320**

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)

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

SCOTTSDALE, AZ 85254

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)	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	06/06/2012		A		60,000	A	\$ 0 520,000

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)
Partnership Units	(1)	06/06/2012		A	1,000,000	(2) 05/16/2016	Common Stock 1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERS SCOTT D 16435 N SCOTTSDALE RD SUITE 320 SCOTTSDALE, AZ 85254	X		Chief Executive Officer	

Signatures

/s/ Scott D.
Peters 06/08/2012

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).

This transaction represents the grant to the reporting person of membership units in Healthcare Trust of America Holdings, LP, a wholly owned subsidiary of the issuer ("HTAOP"), as part of a long-term incentive program established by the issuer ("LTIP Units"). Upon vesting, the LTIP Units will be converted into common units of HTAOP and may be converted into shares of the issuer's common stock in accordance with the HTAOP partnership agreement (subject to certain limitations based on the allocations of gain made to the LTIP Units).

(1) The vesting of these LTIP Units is contingent upon the issuer's common stock achieving specified price targets no later than May 16, 2016, subject to the reporting person's continued employment with the issuer through the date the applicable target is achieved.

Note: File three copies of this Form, one of which must be manually signed. If space 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.