MURPHY BARBARA
Form 4
April 05, 2013

FORM 4

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

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURPHY BARBARA

(Last) (First) (Middle)

2021 SPRING ROAD, SUITE 200

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RETAIL PROPERTIES OF AMERICA, INC. [RPAI]

3. Date of Earliest Transaction (Month/Day/Year)
04/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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			
Class A common stock (1)	04/05/2013		C		150	A	(2)	450	D	

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

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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 Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B-2 common stock	(3)	04/05/2013		C			150	(3)	(3)	Class A common stock	150	
Class A common stock option (right to buy) (1)	$ 22.375 (4)	04/05/2013		C		150		(5)	06/30/2013	Class A common stock	150	
Class B-2 common stock option (right to buy)	(4)	04/05/2013		C			150	(5)	06/30/2013	Class B-2 common stock	150	
Class A common stock option (right to buy) (1)	$ 22.375 (4)	04/05/2013		C		50		06/08/2006	06/07/2014	Class A common stock	50	
Class B-2 common stock option (right to buy)	(4)	04/05/2013		C			50	06/08/2006	06/07/2014	Class B-2 common stock	50	
Class A common stock option (right to	$ 22.375 (4)	04/05/2013		C		50		06/07/2007	06/06/2015	Class A common stock	50	

buy) [(1)]									
Class B-2 common stock option (right to buy)	[(4)]	04/05/2013	C		50	06/07/2007	06/06/2015	Class B-2 common stock	50
Class A common stock option (right to buy) [(1)]	$ 25 [(4)]	04/05/2013	C	50		10/10/2008	10/09/2016	Class A common stock	50
Class B-2 common stock option (right to buy)	[(4)]	04/05/2013	C		50	10/10/2008	10/09/2016	Class B-2 common stock	50
Class A common stock option (right to buy) [(1)]	$ 25 [(4)]	04/05/2013	C	50		11/13/2009	11/12/2017	Class A common stock	50
Class B-2 common stock option (right to buy)	[(4)]	04/05/2013	C		50	11/13/2009	11/12/2017	Class B-2 common stock	50
Class A common stock option (right to buy) [(1)]	$ 25 [(4)]	04/05/2013	C	500		10/14/2010	10/13/2018	Class A common stock	500
Class B-2 common stock option (right to buy)	[(4)]	04/05/2013	C		500	10/14/2010	10/13/2018	Class B-2 common stock	500

Class A common stock option (right to buy) (1)	$ 21.25 (4)	04/05/2013		C	500		10/13/2011	10/12/2019	Class A common stock	500
Class B-2 common stock option (right to buy)	(4)	04/05/2013		C		500	10/13/2011	10/12/2019	Class B-2 common stock	500
Class A common stock option (right to buy) (1)	$ 17.125 (4)	04/05/2013		C	500		10/12/2012	10/11/2020	Class A common stock	500
Class B-2 common stock option (right to buy)	(4)	04/05/2013		C		500	10/12/2012	10/11/2020	Class B-2 common stock	500
Class A common stock option (right to buy) (1)	$ 17.375 (4)	04/05/2013		C	500		10/11/2013	10/10/2021	Class A common stock	500
Class B-2 common stock option (right to buy)	(4)	04/05/2013		C		500	10/11/2013	10/10/2021	Class B-2 common stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY BARBARA 2021 SPRING ROAD, SUITE 200	X			

OAK BROOK, IL 60523

Signatures

/s/ Dennis K. Holland, attorney in fact	04/05/2013
**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) In March 2012, Retail Properties of America, Inc. effectuated a reverse split of its then outstanding common stock, redesignated its common stock as Class A common stock, and subsequently paid a stock dividend pursuant to which each outstanding share of Class A common stock received one share each of Class B-1, Class B-2, and Class B-3 common stock. The net result was each previously outstanding share of common stock converted into 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock and each option to buy a previously outstanding share of common stock being converted into an option to buy 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock. On April 5, 2013, the Class B-2 common stock automatically converted into Class A common stock on a one-for-one basis and options to buy shares of Class B-2 common stock automatically converted into options to buy an equal number of shares of Class A common stock.

(2) Converted from shares of Class B-2 common stock into Class A common stock on a one-for-one basis.

(3) The Class B-2 common stock automatically converted into Class A common stock on April 5, 2013 on a one-for-one basis.

(4) Converted from an option to buy shares of Class B-2 common stock into an option to buy an equal number of shares of Class A common stock.

(5) Options to purchase 50 and 100 shares became exercisable on July 1, 2004 and July 1, 2005, respectively.

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