

Houghton Amanda
Form 4
June 08, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Houghton Amanda

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 ROAD, SUITE 320
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP ? Asset Management

SCOTTSDALE, AZ 85254

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

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 Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	06/06/2012		F	26,943 D \$ 9.92	38,057	D	

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

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 control number.

SEC 1474 (9-02)

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

Edgar Filing: Houghton Amanda - Form 4

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)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Partnership Units	(1)	06/06/2012		A	195,000	(2)	05/16/2016	Common Stock	195,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Houghton Amanda 16435 N SCOTTSDALE ROAD SUITE 320 SCOTTSDALE, AZ 85254			EVP ? Asset Management	

Signatures

/s/ Amanda Houghton
06/08/2012
Date

**Signature of Reporting Person

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) 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).
 - (2) 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.