Pruitt Kellie S. Form 4 June 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pruitt Kellie S. Issuer Symbol HEALTHCARE TRUST OF (Check all applicable) AMERICA, INC. [HTA] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 16435 N SCOTTSDALE ROAD, 06/06/2012 Chief Financial Officer **SUITE 320** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SCOTTSDALE, AZ 85254

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Mondin Bay, Tear)	any	Code	(Instr. 3,		` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	,		
Common Stock	06/06/2012		F	78,064	D	\$ 9.92	123,465	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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of
De	erivative	Conversion	(Month/Day/Year) Execution Date, if		TransactionDerivative		Expiration Date		Underlying Securities	
Se	ecurity	or Exercise	any		Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Iı	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
		Derivative				Disposed of (D)				
		Security				(Instr. 3, 4, and				
						5)				
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
	artnership nits	<u>(1)</u>	06/06/2012		A	225,000	(2)	05/16/2016	Common Stock	225,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pruitt Kellie S. 16435 N SCOTTSDALE ROAD, SUITE 320 SCOTTSDALE, AZ 85254

Chief Financial Officer

Signatures

/s/ Kellie S. 06/08/2012

**Signature of Date
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

- (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).
- 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.

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