Byrne Niall J. Form 4 October 10, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 \* Byrne Niall J.

2. Issuer Name and Ticker or Trading

Symbol

RETAIL PROPERTIES OF AMERICA, INC. [RPAI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

2901 BUTTERFIELD ROAD

(Street)

(State)

10/05/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

EVP, Pres. of Property Managem 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

below)

OAK BROOK, IL 60523

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s)

(Instr. 3 and 4) Price

2,342

Class A common

stock (1)

10/05/2012

C 1.171

Code V Amount

Α <u>(2)</u>

(D)

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)

### Edgar Filing: Byrne Niall J. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic 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. Price Derivat Securit (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B-1 common stock	(3)	10/05/2012	C	1,171	(3)	(3)	Class A common stock	1,171	<u>(2)</u>

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Byrne Niall J. 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523

EVP, Pres. of Property Managem

# **Signatures**

/s/ Dennis K. Holland, attorney

in fact 10/10/2012

\*\*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).
  - In March 2012, Retail Properties of America, Inc. (the "Company") effectuated a 10 to 1 reverse stock split of its then outstanding common stock, redesignated all of 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
- (1) result of these actions resulted in each previously outstanding share of Company common stock being converted into 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock of the Company and each option to purchase a previously outstanding share of Company common stock being converted into an option to purchase 1/10 of a share of each of Class A, Class B-1, Class B-2, and Class B-3 common stock of the Company.
- (2) Converted from shares of Class B-1 common stock into Class A common stock on a one-for-one basis.
- (3) The Class B-1 common stock automatically converted into Class A common stock on October 5, 2012 on a one-for-one basis.

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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