CATALANO FRANK A JR

Form 4 April 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CATALANO FRANK A JR

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)

3. Date of Earliest Transaction

X Director Officer (give title below)

10% Owner Other (specify

2021 SPRING ROAD, SUITE 200

(Street)

04/05/2013

(Month/Day/Year)

Filed(Month/Day/Year)

3.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

OAK BROOK, IL 60523

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

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

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Class A common

stock (1)

04/05/2013

 \mathbf{C} 376 A <u>(2)</u> D

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

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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)

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. Transact Code (Instr. 8)	Der Sec Acc (A) Dis (D) (Ins	5. Number on f 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)	
				Code V	′ (A) (I	O)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B-2 common stock	(3)	04/05/2013		С		37	76	(3)	<u>(3)</u>	Class A common stock	376
Class A common stock option (right to buy (1)	\$ 22.375 (4)	04/05/2013		С	50)		06/08/2006	06/07/2014	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013		C		5	0	06/08/2006	06/07/2014	Class B-2 common stock	50
Class A common stock option (right to buy) (1)	\$ 22.375 (4)	04/05/2013		С	50)		06/07/2007	06/06/2015	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013		С		5	0	06/07/2007	06/06/2015	Class B-2 common stock	50
Class A common stock option (right to	\$ 25 (4)	04/05/2013		С	50)		10/10/2008	10/09/2016	Class A common stock	50

8. De Se (In

buy) (1)									
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С		50	10/10/2008	10/09/2016	Class B-2 common stock	50
Class A common stock option (right to buy) (1)	\$ 25 <u>(4)</u>	04/05/2013	С	50		11/13/2009	11/12/2017	Class A common stock	50
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С		50	11/13/2009	11/12/2017	Class B-2 common stock	50
Class A common stock option (right to buy) (1)	\$ 25 <u>(4)</u>	04/05/2013	С	500		10/14/2010	10/13/2018	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С		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	С	500		10/13/2011	10/12/2019	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С		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	С	500		10/12/2012	10/11/2020	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С	5	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	С	500		10/11/2013	10/10/2021	Class A common stock	500
Class B-2 common stock option (right to buy)	<u>(4)</u>	04/05/2013	С	5	500	10/11/2013	10/10/2021	Class B-2 common stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
CATALANO FRANK A JR 2021 SPRING ROAD, SUITE 200 OAK BROOK, IL 60523	X							

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

Reporting Owners 4

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.

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.