

HEALTHCARE REALTY TRUST INC  
Form 8-K  
May 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 18, 2012 (May 15, 2012)

**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**  
(State or other jurisdiction

of incorporation)

**001-11852**  
(Commission File

Number)

**62-1507028**  
(I.R.S. Employer

Identification No.)

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3310 West End Avenue, Suite 700, Nashville, Tennessee 37203

(Address of principal executive offices) (Zip Code)

(615) 269-8175

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Company held its Annual Meeting of Shareholders on May 15, 2012. At the Annual Meeting, there were present in person or by proxy 73,052,653.787 shares of the Company's common stock, representing approximately 93.72% of the total outstanding eligible votes. The proposals considered at the Annual Meeting were voted on as follows:

1. The following individuals were elected to serve as Class 1 directors for three-year terms or until their successors have been elected and take office.

	Votes For	Votes Withheld	Broker Non-Votes
Errol L. Biggs, Ph.D.	56,811,625.426	9,423,809.361	6,817,219.0
Charles Raymond Fernandez, M.D.	56,926,683.153	9,308,751.634	6,817,219.0
Bruce D. Sullivan, CPA	57,895,471.426	8,339,963.361	6,817,219.0

The following Class 2 and Class 3 directors continued in office following the meeting:

	Term Expires
Edwin B. Morris III	2013
John Knox Singleton	2013
Roger O. West	2013
David R. Emery	2014
Batey M. Gresham, Jr.	2014
Dan S. Wilford	2014

2. The shareholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2012, by the following vote:

Votes Cast in Favor	Votes Cast Against	Abstentions	Broker Non-Votes
72,033,423.548	791,926.889	227,303.350	0

3. The shareholders approved, on a non-binding advisory basis, the Company's compensation of its executive officers by the following vote:

Votes Cast in Favor	Votes Cast Against	Abstentions	Broker Non-Votes
65,215,615.289	918,389.981	101,429.517	6,817,219.0

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHCARE REALTY TRUST INCORPORATED

By: /s/ Scott W. Holmes  
Scott W. Holmes  
Executive Vice President and Chief Financial Officer

Date: May 18, 2012