

HEALTHCARE REALTY TRUST INC

Form S-3MEF

July 22, 2004

As filed with the Securities and Exchange Commission on July 22, 2004

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549  
**FORM S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of  
Incorporation or Organization)

**62-1507028**

(I.R.S. Employer  
Identification Number)

**3310 West End Avenue**

**Seventh Floor**  
**Nashville, Tennessee 37203**  
**(615) 269-8175**

(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

**David R. Emery**

**Healthcare Realty Trust Incorporated**  
**3310 West End Avenue**  
**Seventh Floor**  
**Nashville, Tennessee 37203**  
**(615) 269-8175**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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**Copies To:**

**Theodore W. Lenz, Esq.**  
**Waller Lansden Dortch & Davis, PLLC**  
**Nashville City Center**  
**511 Union Street, Suite 2700**  
**Nashville, Tennessee 37219**  
**(615) 244-6380**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If only the securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-109306

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box:

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock (par value \$.01 per share)	\$28,515,000(1)	\$3,613

(1) Estimated solely for purposes of calculating the registration fee.

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, the signature pages, an exhibit index and certain exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-109306) of Healthcare Realty Trust Incorporated, including the exhibits thereto and each of the documents incorporated by reference therein (the Original Form S-3 ), are incorporated by reference in this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 22nd day of July, 2004.

HEALTHCARE REALTY TRUST  
INCORPORATED

By: /s/ David R. Emery

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David R. Emery  
*Chairman and Chief Executive Officer*

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
/s/ David R. Emery	Chairman and Chief Executive Officer (Principal Executive Officer)	July 22, 2004
David R. Emery		
*	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 22, 2004
Scott W. Holmes		
*	Vice President Financial Reporting (Principal Accounting Officer)	July 22, 2004
Leigh Ann Stach		
*	Director	July 22, 2004
Errol L. Biggs, Ph.D.		
*	Director	July 22, 2004
Charles Raymond Fernandez, M.D.		
*	Director	July 22, 2004
Batey M. Gresham, Jr.		
*	Director	July 22, 2004
Marliese E. Mooney		
*	Director	July 22, 2004
Edwin B. Morris III		



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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> *	Director	July 22, 2004
<hr/> John Knox Singleton		
<hr/> *	Director	July 22, 2004
<hr/> Dan S. Wilford		
<hr/> * /s/ David R. Emery		July 22, 2004
<hr/> Attorney-in-fact		

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**EXHIBIT INDEX**

- 5 Opinion of Waller Lansden Dortch & Davis, PLLC.
- 8 Opinion of Stites & Harbison, PLLC regarding tax matters.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of Waller Lansden Dortch & Davis, PLLC (contained in opinion filed as Exhibit 5).
- 23.4 Consent of Stites & Harbison, PLLC (contained in opinion filed as Exhibit 8).
- 24 Power of Attorney (contained on the signature page of the Original Form S-3).