

Imperiale Richard P
Form 4
April 05, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Imperiale Richard P

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)
2021 SPRING ROAD, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

OAK BROOK, IL 60523

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. De Se
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 3 and 4)	(Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A common stock option (right to buy) ⁽¹⁾	\$ 25 ⁽²⁾	04/05/2013	C		500		⁽³⁾	12/13/2017	Class A common stock	500
Class B-2 common stock option (right to buy)	⁽²⁾	04/05/2013	C			500	⁽³⁾	12/31/2017	Class B-2 common stock	500
Class A common stock option (right to buy) ⁽¹⁾	\$ 25 ⁽²⁾	04/05/2013	C		500		10/14/2010	10/13/2018	Class A common stock	500
Class B-2 common stock option (right to buy)	⁽²⁾	04/05/2013	C			500	10/14/2010	10/13/2018	Class B-2 common stock	500
Class A common stock option (right to buy) ⁽¹⁾	\$ 21.25 ⁽²⁾	04/05/2013	C		500		10/13/2011	10/12/2019	Class A common stock	500
Class B-2 common stock option	⁽²⁾	04/05/2013	C			500	10/13/2011	10/12/2019	Class B-2 common stock	500

(right to
buy)

Class A
common
stock
option
(right to
buy) ⁽¹⁾

\$ 17.125
(2)

04/05/2013

C

500

10/12/2012

10/11/2020

Class A
common
stock

500

Class
B-2
common
stock
option
(right to
buy)

(2)

04/05/2013

C

500

10/12/2012

10/11/2020

Class
B-2
common
stock

500

Class A
common
stock
option
(right to
buy) ⁽¹⁾

\$ 17.375
(2)

04/05/2013

C

500

10/11/2013

10/10/2021

Class A
common
stock

500

Class
B-2
common
stock
option
(right to
buy)

(2)

04/05/2013

C

500

10/11/2013

10/10/2021

Class
B-2
common
stock

500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Imperiale Richard P 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)

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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 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 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.
- (3) One third became exercisable on each of January 1, 2008, January 1, 2009 and January 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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