

RETAIL PROPERTIES OF AMERICA, INC.
 Form 4
 October 10, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MASICK KENNETH

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 (Month/Day/Year)

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

2901 BUTTERFIELD ROAD

10/05/2012

(Street)

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

OAK BROOK, IL 60523

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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 of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. De
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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)		Date Exercisable	Expiration Date	(Instr. 3 and 4)	Title	Amount or Number of Shares
				Code	V					
Class A common stock option (right to buy) ⁽¹⁾	\$ 25 ⁽²⁾	10/05/2012	C	500		⁽³⁾	12/31/2017	Class A common stock	500	
Class B-1 common stock option (right to buy)	⁽²⁾	10/05/2012	C		500	⁽³⁾	12/31/2017	Class B-1 common stock	500	
Class A common stock option (right to buy) ⁽¹⁾	\$ 25 ⁽²⁾	10/05/2012	C	500		10/14/2010	10/13/2018	Class A common stock	500	
Class B-1 common stock option (right to buy)	⁽²⁾	10/05/2012	C		500	10/14/2010	10/13/2018	Class B-1 common stock	500	
Class A common stock option (right to buy) ⁽¹⁾	\$ 21.25 ⁽²⁾	10/05/2012	C	500		10/13/2011	10/12/2019	Class A common stock	500	
Class B-1 common stock option	⁽²⁾	10/05/2012	C		500	10/13/2011	10/12/2019	Class B-1 common stock	500	

(right to
buy)

Class A common stock option (right to buy) ⁽¹⁾	\$ 17.125 <u>(2)</u>	10/05/2012	C	500	10/12/2012	10/11/2020	Class A common stock	500
Class B-1 common stock option (right to buy)	<u>(2)</u>	10/05/2012	C	500	10/12/2012	10/11/2020	Class B-1 common stock	500
Class A common stock option (right to buy) ⁽¹⁾	\$ 17.375 <u>(2)</u>	10/05/2012	C	500	10/11/2013	10/10/2021	Class A common stock	500
Class B-1 common stock option (right to buy)	<u>(2)</u>	10/05/2012	C	500	10/11/2013	10/10/2021	Class B-1 common stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASICK KENNETH 2901 BUTTERFIELD ROAD OAK BROOK, IL 60523	X			

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).

(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 October 5, 2012, the Class B-1 common stock automatically converted into Class A common stock on a one-for-one basis and options to buy shares of Class B-1 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-1 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. 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.