

CATALANO FRANK A JR
Form 4
October 10, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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 (Month/Day/Year)
10/05/2012

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

2901 BUTTERFIELD ROAD

(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 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 | | | |
| Class A common stock ⁽¹⁾ | 10/05/2012 | | C | | 376 | A | 752 | 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)

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| 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. Transaction Code (Instr. 8) | 5. Number of 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) | 8. De Se (In |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B-1 common stock | <u>(3)</u> | 10/05/2012 | | C | | 376 | <u>(3)</u> <u>(3)</u> | Class A common stock | 376 |
| Class A common stock option (right to buy) <u>(1)</u> | \$ <u>22.375</u> <u>(4)</u> | 10/05/2012 | | C | | 300 | <u>(5)</u> 02/28/2013 | Class A common stock | 300 |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | | C | | 300 | <u>(5)</u> 02/28/2013 | Class B-1 common stock | 300 |
| Class A common stock option (right to buy) <u>(1)</u> | \$ <u>22.375</u> <u>(4)</u> | 10/05/2012 | | C | | 50 | 06/08/2006 06/07/2014 | Class A common stock | 50 |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | | C | | 50 | 06/08/2006 06/07/2014 | Class B-1 common stock | 50 |
| Class A common stock option (right to | \$ <u>22.375</u> <u>(4)</u> | 10/05/2012 | | C | | 50 | 06/07/2007 06/06/2015 | Class A common stock | 50 |

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| | | | | | | | | | |
|---|------------------|------------|---|-----|------------|------------|------------------------|-----|--|
| buy) ⁽¹⁾ | | | | | | | | | |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | C | 50 | 06/07/2007 | 06/06/2015 | Class B-1 common stock | 50 | |
| Class A common stock option (right to buy) ⁽¹⁾ | \$ 25 <u>(4)</u> | 10/05/2012 | C | 50 | 10/10/2008 | 10/09/2016 | Class A common stock | 50 | |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | C | 50 | 10/10/2008 | 10/09/2016 | Class B-1 common stock | 50 | |
| Class A common stock option (right to buy) ⁽¹⁾ | \$ 25 <u>(4)</u> | 10/05/2012 | C | 50 | 11/13/2009 | 11/12/2017 | Class A common stock | 50 | |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | C | 50 | 11/13/2009 | 11/12/2007 | Class B-1 common stock | 50 | |
| Class A common stock option (right to buy) ⁽¹⁾ | \$ 25 <u>(4)</u> | 10/05/2012 | C | 500 | 10/14/2012 | 10/13/2018 | Class A common stock | 500 | |
| Class B-1 common stock option (right to buy) | <u>(4)</u> | 10/05/2012 | C | 500 | 10/14/2012 | 10/13/2018 | Class B-1 common stock | 500 | |

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| | | | | | | | | |
|---|--------------------------|------------|---|-----|------------|------------|------------------------|-----|
| Class A common stock option (right to buy) ⁽¹⁾ | \$ 21.25 ⁽⁴⁾ | 10/05/2012 | C | 500 | 10/13/2011 | 10/12/2019 | Class A common stock | 500 |
| Class B-1 common stock option (right to buy) | ⁽⁴⁾ | 10/05/2012 | C | 500 | 10/13/2011 | 10/12/2019 | Class B-1 common stock | 500 |
| Class A common stock option (right to buy) ⁽¹⁾ | \$ 17.125 ⁽⁴⁾ | 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) | ⁽⁴⁾ | 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 ⁽⁴⁾ | 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) | ⁽⁴⁾ | 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 |
| CATALANO FRANK A JR 2901 BUTTERFIELD ROAD | X | | | |

OAK BROOK, IL 60523

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).

- 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.
- (1) Converted from shares of Class B-1 common stock into Class A common stock on a one-for-one basis.
 - (2) The Class B-1 common stock automatically converted into Class A common stock on October 5, 2012 on a one-for-one basis.
 - (3) 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.
 - (4) One third became exercisable on each of March 1, 2003, March 1, 2004 and March 1, 2005.

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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