

RETAIL PROPERTIES OF AMERICA, INC.  
 Form 4  
 October 07, 2013

**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 \*  
 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)  
 2021 SPRING ROAD, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/05/2013

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

OAK BROOK, IL 60523

(City) (State) (Zip)

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

**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   |                                   |
| Class A common stock <sup>(1)</sup> | 10/05/2013                           |  | C                              | 376   | A   | 7,429  | 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. Amount or Number of Shares |                        |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|------------------------|----------------------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date               | Title                  | Amount or Number of Shares |
| Class B-3 common stock                                | <u>(3)</u>   | 10/05/2013                           |  | C                              |   | 376  |     | <u>(3)</u>  | <u>(3)</u>                    | Class A common stock   | 376                        |
| Class A common stock option (right to buy) <u>(1)</u> | \$ 22.375 <u>(4)</u>                                   | 10/05/2013                           |  | C                              |   | 50   |     | 06/08/2006  | 06/07/2014                    | Class A common stock   | 50                         |
| Class B-3 common stock option (right to buy)          | <u>(4)</u>   | 10/05/2013                           |  | C                              |   | 50   |     | 06/08/2006  | 06/07/2014                    | Class B-3 common stock | 50                         |
| Class A common stock option (right to buy) <u>(1)</u> | \$ 22.375 <u>(4)</u>                                   | 10/05/2013                           |  | C                              |   | 50   |     | 06/07/2007  | 06/06/2015                    | Class A common stock   | 50                         |
| Class B-3 common stock option (right to buy)          | <u>(4)</u>   | 10/05/2013                           |  | C                              |   | 50   |     | 06/07/2007  | 06/06/2015                    | Class B-3 common stock | 50                         |
| Class A common stock option (right to                 | \$ 25 <u>(4)</u>                                       | 10/05/2013                           |  | C                              |   | 50   |     | 10/10/2008  | 10/09/2016                    | Class A common stock   | 50                         |

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|   |                     |            |   |     |            |            |                        |     |  |
|---|---------------------|------------|---|-----|------------|------------|------------------------|-----|--|
| buy) <sup>(1)</sup>                                       |                     |            |   |     |            |            |                        |     |  |
| Class B-3 common stock option (right to buy)              | <u>(4)</u>          | 10/05/2013 | C | 50  | 10/10/2008 | 10/09/2016 | Class B-3 common stock | 50  |  |
| Class A common stock option (right to buy) <sup>(1)</sup> | \$ 25 <u>(4)</u>    | 10/05/2013 | C | 50  | 11/13/2009 | 11/12/2017 | Class A common stock   | 50  |  |
| Class B-3 common stock option (right to buy)              | <u>(4)</u>          | 10/05/2013 | C | 50  | 11/13/2009 | 11/12/2017 | Class B-3 common stock | 50  |  |
| Class A common stock option (right to buy) <sup>(1)</sup> | \$ 25 <u>(4)</u>    | 10/05/2013 | C | 500 | 10/14/2010 | 10/13/2018 | Class A common stock   | 500 |  |
| Class B-3 common stock option (right to buy)              | <u>(4)</u>          | 10/05/2013 | C | 500 | 10/14/2010 | 10/13/2018 | Class B-3 common stock | 500 |  |
| Class A common stock option (right to buy) <sup>(1)</sup> | \$ 21.25 <u>(4)</u> | 10/05/2013 | C | 500 | 10/13/2011 | 10/12/2019 | Class A common stock   | 500 |  |
| Class B-3 common stock option (right to buy)              | <u>(4)</u>          | 10/05/2013 | C | 500 | 10/13/2011 | 10/12/2019 | Class B-3 common stock | 500 |  |



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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, 2013, the Class B-3 common stock automatically converted into Class A common stock on a one-for-one basis and options to buy shares of Class B-3 common stock automatically converted into options to buy an equal number of shares of Class A common stock.

- (2) Converted from shares of Class B-3 common stock into Class A common stock on a one-for-one basis.
- (3) The Class B-3 common stock automatically converted into Class A common stock on October 5, 2013 on a one-for-one basis.
- (4) Converted from an option to buy shares of Class B-3 common stock into an option to buy an equal number of shares of Class A common stock.

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.