

Garrison Shane C.
Form 4
January 08, 2019

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 *
Garrison Shane C.

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)
01/04/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, COO

OAK BROOK, IL 60523

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	01/04/2019		A	36,402	A \$ 0	247,240	D
Class A Common Stock	01/04/2019		F	1,593 (1)	D \$ 10.92	245,647	D
Class A Common Stock	01/04/2019		F	2,425 (2)	D \$ 10.92	243,222	D
Class A Common	01/04/2019		F	2,702 (3)	D \$ 10.92	240,520	D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Garrison Shane C.
2021 SPRING ROAD, SUITE 200
OAK BROOK, IL 60523

President, COO

Signatures

/s/ Ann M. Sharp,
Attorney-in-Fact

01/08/2019

__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) Represents shares retained by the Issuer to satisfy withholding obligations on 4,602 shares of restricted stock granted to the reporting person on February 19, 2016.
- (2) Represents shares retained by the Issuer to satisfy withholding obligations on 7,008 shares of restricted stock granted to the reporting person on January 3, 2017.
- (3) Represents shares retained by the Issuer to satisfy withholding obligations on 9,308 shares of restricted stock granted to the reporting person on January 2, 2018.

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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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