

HEALTHCARE REALTY TRUST INC  
Form 8-K  
January 20, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): January 20, 2009 (January 20, 2009)**

**HEALTHCARE REALTY TRUST INCORPORATED**

(Exact Name of Registrant as Specified in Charter)

**MARYLAND**

**001-11852**

**62-1507028**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

**3310 West End Ave. Suite 700 Nashville, Tennessee 37203**

(Address of principal executive offices) (Zip Code)

**(615) 269-8175**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On December 31, 2008, Healthcare Realty Trust Incorporated (the Company ) entered into a Controlled Equity Offering Sales Agreement with Cantor Fitzgerald & Co. (the Sales Agreement ) to sell up to 2,600,000 shares of the Company s common stock from time to time through an at-the-market equity offering program under which Cantor Fitzgerald & Co. will act as agent and/or principal. On January 20, 2009, in connection with the proposed offering, the Company filed with the Securities and Exchange Commission (the SEC ) a supplement to the prospectus contained in the Company s effective Registration Statement on Form S-3 (Registration No. 333-150884) (the Registration Statement ). Additional exhibits to the Registration Statement are filed with this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

- 5 Opinion of Waller Lansden Dortch & Davis, LLP
  - 8 Tax opinion of Waller Lansden Dortch & Davis, LLP
  - 23 Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibits 5 and 8)
-

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHCARE REALTY TRUST  
INCORPORATED

By /s/ Scott W. Holmes  
Scott W. Holmes  
Executive Vice President and  
Chief Financial Officer

Date: January 20, 2009

---

EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 5       | Opinion of Waller Lansden Dortch & Davis, LLP                                |
| 8       | Tax opinion of Waller Lansden Dortch & Davis, LLP                            |
| 23      | Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibits 5 and 8) |