

AMERICAN TOWER CORP /MA/
Form 4
December 05, 2011

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 *
HESS WILLIAM H

2. Issuer Name and Ticker or Trading Symbol
AMERICAN TOWER CORP /MA/ [AMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
116 HUNTINGTON AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Int'l. Operations

BOSTON, MA 02116

(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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	11/09/2011		G ⁽¹⁾	V 8,500 D \$ 0	5,814 ⁽²⁾	D	
Class A Common Stock	12/01/2011		M	28,723 A \$ 37.52	34,537	D	
Class A Common Stock	12/01/2011		M	10,938 A \$ 37.7	45,475	D	
Class A Common	12/01/2011		S ⁽³⁾	39,661 D \$ 58.75	5,814	D	

Stock	<u>(4)</u>			
Class A Common Stock		5,095	I	By GRATs

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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 37.52	12/01/2011		M		28,723		<u>(5)</u>	03/15/2017	Class A Common Stock	28,723
Option to Purchase Class A Common Stock	\$ 37.7	12/01/2011		M		10,938		<u>(6)</u>	03/17/2018	Class A Common Stock	10,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, Int'l. Operations	

Signatures

/s/ Mneesha O. Nahata, as
attorney-in-fact

12/05/2011

__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) Gift of Class A Common Stock to various charitable organizations through a donor advised fund.

(2) Includes 489 shares acquired under the Company's employee stock purchase plan in May 2011. 2,678 shares were previously reported as directly owned, but were contributed to a grantor retained annuity trust ("GRAT") on October 29, 2010. 1,245 shares were returned to the reporting person's direct beneficial ownership on November 9, 2011 in the form of a scheduled annuity payment under the terms of the GRAT.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

(4) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$58.39 to \$59.39 per share.

(5) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 15, 2008.

(6) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 17, 2009.

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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