Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

AMERICAN TOWER CORP /MA/

Form 4

March 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

Symbol

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

AMERICAN TOWER CORP /MA/

1(b).

(Print or Type Responses)

HESS WILLIAM H

1. Name and Address of Reporting Person *

			[AMT]					/MA/	(Check all applicable)				
(Last) (First) (Middle) 116 HUNTINGTON AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 03/17/2011						Director 10% OwnerX_ Officer (give title Other (specify below) below) EVP, Int'l. Operations				
(Street) BOSTON, MA 02116			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				
(City)	Table I. Non Davinskins Commission Ass					itios A og	Person						
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea		3.	(A) or				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			
Common Stock	03/17/2011			M		6,250	A	\$ 0	17,848	D			
Class A Common Stock	03/17/2011			F		2,610	D	\$ 51.04	15,238	D			
Class A Common Stock									3,662	I	By GRAT		

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

Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transacti Code (Instr. 8)	5. Number ion 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. Property Security (Institute of Security)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/17/2011		M	6,250	<u>(2)</u>	(2)	Class A Common Stock	6,250	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HESS WILLIAM H 116 HUNTINGTON AVENUE

EVP, Int'l. Operations

Signatures

BOSTON, MA 02116

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

03/21/2011

**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) Each Restricted Stock Unit (RSU) respresents a contingent right to receive one share of Class A Common Stock.
- (2) This RSU was granted on March 17, 2008 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 17, 2009. This Form 4 reflects the vesting of this RSU on March 17, 2011 as to 75% of the original grant amount.

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.

Reporting Owners 2