

AMERICAN TOWER CORP /MA/

Form 4

March 13, 2012

**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)

**03/10/2012**

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

**EVP, Int'l. Operations**

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

**BOSTON, MA 02116**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/10/2012                              |                                                             | M                                       | 7,864 A \$ 0                                                            | 19,497                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/10/2012                              |                                                             | F                                       | 2,617 D \$ 62.22                                                        | 16,880                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/10/2012                              |                                                             | M                                       | 5,219 A \$ 0                                                            | 22,099                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/10/2012                              |                                                             | F                                       | 2,179 D \$ 62.22                                                        | 19,920                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/10/2012                              |                                                             | M                                       | 5,170 A \$ 0                                                            | 25,090                                                                                                             | D                                                                    |                                         |

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|                 |            |   |       |   |             |        |   |             |
|-----------------|------------|---|-------|---|-------------|--------|---|-------------|
| Common<br>Stock | 03/10/2012 | F | 2,159 | D | \$<br>62.22 | 22,931 | D |             |
| Common<br>Stock |            |   |       |   |             | 5,095  | I | By<br>GRATs |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr |                                        |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------------|----------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 03/10/2012                              |                                                             | M                                    |                                                                                                                 | 7,864                                                          |     | (2)                                                                 | (2)                | Common<br>Stock                  | 7,864                                  | \$ |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 03/10/2012                              |                                                             | M                                    |                                                                                                                 | 5,219                                                          |     | (3)                                                                 | (3)                | Common<br>Stock                  | 5,219                                  | \$ |
| Restricted<br>Stock<br>Units                        | (1)                                                                | 03/10/2012                              |                                                             | M                                    |                                                                                                                 | 5,170                                                          |     | (4)                                                                 | (4)                | Common<br>Stock                  | 5,170                                  | \$ |

## Reporting Owners

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

## Signatures

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

03/13/2012

\_\_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) represents a contingent right to receive one share of Common Stock.

(2) This RSU was granted on March 10, 2009 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2010. This Form 4 reflects the vesting of this RSU on March 10, 2012 as to 75% of the original grant amount.

(3) This RSU was granted on March 10, 2010 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2011. This Form 4 reflects the vesting of this RSU on March 10, 2012 as to 50% of the original grant amount.

(4) This RSU was granted on March 10, 2011 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2012. This Form 4 reflects the vesting of this RSU on March 10, 2012 as to 25% 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.

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