TAICLET JAMES D JR

Form 4

March 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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(b).

See Instruction

1. Name and Address of Reporting Person * TAICLET JAMES D JR			2. Issuer Name and Ticker or Trading Symbol AMERICAN TOWER CORP /MA/					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			[AMT]					(Check an applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			_X_ Director _X_ Officer (giv		6 Owner er (specify		
116 HUNTINGTON AVENUE			(Month/Day/Year) 03/17/2008					below) below) Chairman, President and CEO		
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person		
BOSTON, I	MA 02116								More than One Ro	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	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				Code V	Amount	(D)	Price	(msu. 5 and 4)		
Common Stock	03/18/2008			M	40,000	A	\$ 5.98	48,000	D	
Class A Common Stock	03/18/2008			S <u>(1)</u>	40,000	D	\$ 37.8	8,000	D	

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

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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)	* ' '		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
	•			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu: Sha
Option to purchase Class A Common Stock	\$ 5.98	03/18/2008		M		40,000	(2)	11/07/2011	Class A Common Stock	40
Option to purchase Class A Common Stock	\$ 37.7	03/17/2008		A	162,500		(3)	03/17/2018	Class A Common Stock	16
Restricted Stock Units	<u>(4)</u>	03/17/2008		A	46,430		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
TAICLET JAMES D JR			Chairman,				
116 HUNTINGTON AVENUE	X		President and				
BOSTON, MA 02116			CEO				

Signatures

/s/ Nathaniel B. Sisitsky, as attorney-in-fact 03/18/2008

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 7, 2002.
- (3) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 17, 2009.
- (4) Each Restricted Stock Unit (RSU) respresents a contingent right to receive one share of Class A Common Stock.

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(5) This RSU was granted pursuant to the 2007 Equity Incentive Plan, and vests 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. 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.