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

AMERICAN Form 4 March 14, 20	TOWER CORP	/MA/								
FORM	Л								PPROVAL	
	UNITEDS		JRITIES A ashington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this								Expires:	January 31,	
if no longer subject to STATEMENT OF CHA			ANGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 average	
Section 16.			SECUR	SECURITIES				burden hours per		
	Form 4 or					response	0.5			
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)									
A			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN TOWER CORP /MA/ [AMT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	liddle) 3. Date	of Earliest Tr	ansaction			X Director	10%	b Owner	
116 HUNTI	NGTON AVENU		/Day/Year) /2011				Officer (give below)	titleOth below)	er (specify	
(Street) 4. ]		4. If A	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
BOSTON, M	Ionth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
		<b></b> . )					Person			
(City)	(State) (	Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, any	Code	TransactionAcquired (A) or		Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
C1 4			Code V	Amount	(D)	Price	(instr. 5 and 4)			
Class A Common Stock	03/10/2011		А	1,231 (1)	А	\$0	14,571	D		

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

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.

 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. Transactio Code (Instr. 8)	5. Number out 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 8 Underlying Securities 1 (Instr. 3 and 4) 5	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock (2)	\$ 50.78	03/10/2011		A	3,653	03/10/2011	03/10/2021	Class A Common Stock	3,653

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
hepoting of the function of	Director	10% Owner	Officer	Other			
THOMPSON SAMME L 116 HUNTINGTON AVENUE BOSTON, MA 02116	Х						
Signatures							
/s/ Mneesha O. Nahata, as attorney-in-fact	03/14/2011						
**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) The reporting person was granted 1,231 fully vested Restricted Stock Units (RSUs) pursuant to the 2007 Equity Incentive Plan on March 10, 2011. Each RSU represented a contingent right to receive one share of Class A Common Stock.
- (2) This option was granted pursuant to the 2007 Equity Incentive Plan.

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.