

Marshall Steven C.
Form 4
November 01, 2018

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 *
Marshall Steven C.

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)
10/30/2018

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Former Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/30/2018		M		61,368	A	\$ 50.78
Common Stock	10/30/2018		S ⁽²⁾		61,368	D	\$ 154
Common Stock	10/30/2018		M		71,798	A	\$ 62
Common Stock	10/30/2018		S ⁽²⁾		71,798	D	\$ 158
Common Stock	10/30/2018		M		30,000	A	\$ 43.11

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Common Stock 10/30/2018 S⁽²⁾ 30,000 D \$ 160 104,835 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 50.78	10/30/2018		M	61,368	⁽³⁾ 03/10/2021	Common Stock	61,368	
Option to Purchase Common Stock	\$ 62	10/30/2018		M	71,798	⁽⁴⁾ 03/12/2022	Common Stock	71,798	
Option to Purchase Common Stock	\$ 43.11	10/30/2018		M	30,000	⁽⁵⁾ 03/10/2020	Common Stock	30,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Steven C. 116 HUNTINGTON AVENUE BOSTON, MA 02116			Former Officer	

Signatures

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

11/01/2018

__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) Includes 141 shares acquired under the Issuer's employee stock purchase plan in May 2018.
 - (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2018.
 - (3) This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 10, 2012.
 - (4) This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 12, 2013.
 - (5) This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 10, 2011.

Remarks:

Mr. Marshall resigned as an officer of the Issuer effective October 31, 2018.

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.