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

AMERICAN TOWER CORP /MA/ Form 4 March 12, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HESS WILLIAM H Issuer Symbol AMERICAN TOWER CORP /MA/ (Check all applicable) [AMT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X__Officer (give title Other (specify (Month/Day/Year) below) below) **116 HUNTINGTON AVENUE** 03/10/2009 EVP, Int'l. Operations (Street) 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 Form filed by More than One Reporting BOSTON, MA 02116 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 4 5)	of (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to Purchase Class A Common Stock	\$ 28.39	03/10/2009		A	102,174	ŀ	<u>(1)</u>	03/10/2019	Class A Common Stock	102,17
Restricted Stock Units	<u>(2)</u>	03/10/2009		A	31,455		(3)	(3)	Class A Common Stock	31,455

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the real of	Director	10% Owner	Officer	Other		
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, Int'l. Operations			
Signatures						
/s/ Nathaniel B. Sisitsky, as		03/12	2/2009			

attorney-in-fact

**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) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 10, 2010.
- (2) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Class A Common Stock.
- (3) This RSU was granted pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2010.

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.