

TAICLET JAMES D JR
 Form 4
 December 21, 2009

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 *
 TAICLET JAMES D JR

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)
 12/17/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/17/2009		M		66,888 A \$ 5.98	81,649	D
Class A Common Stock	12/17/2009		M		9,523 A \$ 10.5	91,172	D
Class A Common Stock	12/17/2009		M		8,257 A \$ 12.11	99,429	D
Class A Common	12/17/2009		M		5,509 A \$ 18.15	104,938	D

Stock

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		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
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date		
Option to purchase Class A Common Stock	\$ 5.98	12/17/2009		M	66,888		<u>(1)</u>	11/07/2011	Class A Common Stock	66,888
Option to purchase Class A Common Stock	\$ 10.5	12/17/2009		M	9,523		<u>(2)</u>	11/17/2013	Class A Common Stock	9,523
Option to purchase Class A Common Stock	\$ 12.11	12/17/2009		M	8,257		<u>(3)</u>	03/04/2014	Class A Common Stock	8,257
Option to purchase Class A Common Stock	\$ 18.15	12/17/2009		M	5,509		<u>(4)</u>	04/01/2015	Class A Common Stock	5,509

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAICLET JAMES D JR
116 HUNTINGTON AVENUE
BOSTON, MA 02116

X

Chairman,
President and
CEO

Signatures

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

12/21/2009

__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 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 7, 2002.
- (2) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 17, 2004.
- (3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 4, 2005.
- (4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning April 1, 2006.

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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