

AMERICAN TOWER CORP /MA/

Form 4

March 14, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HESS WILLIAM H

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)
03/10/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, Int'l. Operations

BOSTON, MA 02116

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

(City) (State) (Zip)

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	(A) or (D)	Price
Class A Common Stock	03/10/2011		M		7,864	A	\$ 0
							10,542
Class A Common Stock	03/10/2011		F		2,506	D	\$ 50.78
							8,036
Class A Common Stock	03/10/2011		M		5,220	A	\$ 0
							13,256
Class A Common	03/10/2011		F		1,658	D	\$ 50.78
							11,598

Stock

Class A

Common

Stock

3,662

I

By GRAT

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 50.78	03/10/2011		A		61,368		<u>(1)</u>	03/10/2021	Class A Common Stock	61,368
Restricted Stock Units	<u>(2)</u>	03/10/2011		A		20,678		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	20,678
Restricted Stock Units	<u>(2)</u>	03/10/2011		M		7,864		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	7,864
Restricted Stock Units	<u>(2)</u>	03/10/2011		M		5,220		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	5,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, Int'l. Operations	

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) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 10, 2012.
- (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, 2012.
- (4) This RSU was granted on March 10, 2009 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2010. This Form 4 reflects the vesting of this RSU on March 10, 2011 as to 50% of the original grant amount.
- (5) This RSU was granted on March 10, 2010 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2011. This Form 4 reflects the vesting of this RSU on March 10, 2011 as to 25% of the original grant amount.

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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