

AMERICAN TOWER CORP /MA/
Form 4
March 12, 2015

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 *
HESS WILLIAM H

(Last) (First) (Middle)
116 HUNTINGTON AVENUE
(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN TOWER CORP /MA/ [AMT]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | |
| Common Stock | 03/10/2015 | | A | | 9,702 (1) | A | \$ 0 |
| Common Stock | 03/10/2015 | | F(3) | | 4,502 | D | \$ 94.57 |
| Common Stock | 03/11/2015 | | F(3) | | 2,081 | D | \$ 94.63 |
| Common Stock | | | | | | | 3,840 |
| | | | | | | 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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Option to Purchase Common Stock | \$ 94.57 | 03/10/2015 | | A | 121,604 | (4) 03/10/2025 | Common Stock 121,604 |

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

03/12/2015

**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) These Restricted Stock Units (RSUs) were granted pursuant to the 2007 Equity Incentive Plan and vest in 25% cumulative annual increments beginning March 10, 2016. Each RSU represents a contingent right to receive one share of Common Stock.
- (2) The issuer's method of reporting RSUs has been revised to report such grants in Table I rather than as previously reported in Table II. Accordingly, amount includes unvested RSUs previously reported in Table II.
- (3) Shares delivered to the issuer for the payment of withholding taxes in connection with the vesting of RSUs previously granted under the 2007 Equity Incentive Plan.
- (4) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2016.

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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