

AMERICAN TOWER CORP /MA/

Form 4

September 20, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
09/19/2016

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/22/2016                              |                                                             | G <sup>(1)</sup>                        | V 4,555 D \$ 0                                                      | 226,517                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/19/2016                              |                                                             | M                                       | 40,625 A \$ 37.7                                                    | 267,142                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 09/19/2016                              |                                                             | S <sup>(2)</sup>                        | 40,625 D \$ 108.8<br><sup>(3)</sup>                                 | 226,517                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 1,420                                                                                                              | I                                                                    | By minor<br>children<br><sup>(4)</sup>                            |
|                                       |                                         |                                                             |                                         |                                                                     | 74,887                                                                                                             | I                                                                    | By GRAT                                                           |

Common  
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Option to<br>Purchase<br>Common<br>Stock            | \$ 37.7                                                            | 09/19/2016                              |                                                             | M                                    | 40,625                                                                                                       | <u>(5)</u> 03/17/2018                                          | Common<br>Stock                                                     | 40,625                                 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                   |       |
|-----------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                           | Other |
| TAICLET JAMES D JR<br>116 HUNTINGTON AVENUE<br>BOSTON, MA 02116 | X             |           | Chairman,<br>President and<br>CEO |       |

## Signatures

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

09/20/2016

\_\_\_\_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) Gift of Common Stock to charitable organizations.

(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 4, 2016.

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- (3) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$108.38 to \$109.31 per share.
- (4) The reporting person disclaims beneficial ownership in shares held by minor children.
- (5) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 17, 2009.

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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