#### AMERICAN TOWER CORP /MA/

Form 4

March 12, 2013

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

HESS WILLIAM H

1. Name and Address of Reporting Person \*

		AMERICAN TOWER CORP /MA/ [AMT]			(Check all applicable)					
(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)					Director 10% OwnerX_ Officer (give title Other (specify		
INGTON AVI	ENUE		•				below) below) EVP, Int'l. Operations			
			_				6. Individual or Joint/Group Filing(Check Applicable Line)			
BOSTON, MA 02116				Tomas Day, Tean)				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	ear) Execution	on Date, if	Code (Instr. 8)	on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			
03/10/2013			M	7,863	A	\$ 0	28,640	D		
03/10/2013			F	3,712	D	\$ 77.14	24,928	D		
03/10/2013			M	5,219	A	\$ 0	30,147	D		
03/10/2013			F	2,464	D	\$ 77.14	27,683	D		
03/10/2013			M	5,170	A	\$0	32,853	D		
	(Street)  MA 02116 (State)  2. Transaction (Month/Day/You)  03/10/2013  03/10/2013  03/10/2013	INGTON AVENUE (Street)  MA 02116 (State) (Zip)  2. Transaction Date (Month/Day/Year) Execution any (Month/Mo	(First) (Middle) 3. Date of (Month/D O3/10/2013 (Middle) 3. Date of (Month/D O3/10/2013 (Middle) 4. If Ame Filed(Mor MA 02116 (State) (Zip) Table (Month/Day/Year) 2A. Deemed (Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	[AMT]  (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year)  INGTON AVENUE 03/10/2013  (Street) 4. If Amendment, Da Filed(Month/Day/Year)  MA 02116  (State) (Zip) Table I - Non-D  2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transactic any Code (Month/Day/Year) (Instr. 8)  Code V  03/10/2013 M  03/10/2013 F  03/10/2013 F	[AMT]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  INGTON AVENUE 03/10/2013  (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)  MA 02116  (State) (Zip) Table I - Non-Derivative  2. Transaction Date 2A. Deemed 3. 4. Securi (Month/Day/Year) Execution Date, if Transaction(A) or D code (Instr. 3, (Month/Day/Year))  (Month/Day/Year) Code (Instr. 8)  Code V Amount 03/10/2013 F 3,712  03/10/2013 F 3,712  03/10/2013 F 3,712	[AMT]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  INGTON AVENUE 03/10/2013  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  MA 02116  (State) (Zip) Table I - Non-Derivative Secur  2. Transaction Date 2A. Deemed 3. 4. Securities A (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8)  Code V Amount (D)  03/10/2013 F 3,712 D  03/10/2013 F 3,712 D  03/10/2013 F 2,464 D	[AMT]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  INGTON AVENUE 03/10/2013  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  MA 02116  (State) (Zip) Table I - Non-Derivative Securities Acq  2. Transaction Date (Month/Day/Year) 3. 4. Securities Acquired (Month/Day/Year)  Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5)  (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price  M 7,863 A \$ 0  03/10/2013 F 3,712 D \$ 77.14  03/10/2013 F 2,464 D \$ 77.14	[AMT]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (	[AMT]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) O3/10/2013 EVP, Intl. Operation below)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line)  (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Person (Month/Day/Year) (Instr. 3, 4 and 5)  (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8)  (A) Or Code (V Amount (D) Price)  (A) Or Price  (Instr. 4) Reported Transaction(s) (Instr. 4) Reported Transaction(s) (Instr. 3) and 4)  (BATT) Other below)  EVP, Intl. Operation  Applicable Line)  X. Form filed by One Reporting Person filed by More than One Re Person  (Month/Day/Year) Securities Acquired Securities Prom: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3) and 4)  (A) Or Code (A) Or Price  (A) Or Price  (A) Or Price  (A) Or Price  (Instr. 3) And A S O SO, 30,147 D  (33/10/2013 F S,464 D S,77.14 S,683 D	

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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							SEC 1474 (9-02)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
Common Stock						5,095	I	By GRATs	
Common Stock	03/10/2013	F	2,441	D	\$ 77.14	30,412	D		

# $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

Title of erivative ocurity astr. 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. Transactic Code (Instr. 8)	5. Number proof 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)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
estricted tock nits	(1)	03/10/2013		M	7,863	(2)	(2)	Common Stock	7,863	\$
estricted tock nits	(1)	03/10/2013		M	5,219	(3)	(3)	Common Stock	5,219	\$
estricted tock nits	(1)	03/10/2013		M	5,170	<u>(4)</u>	<u>(4)</u>	Common Stock	5,170	\$
	estricted tock nits estricted tock tock nits	estricted cock (1) mits estricted cock (1) mits estricted cock (1) mits	estricted cock (1) 03/10/2013	estricted cock (1) 03/10/2013 estricted cock (1) 03/10/2013 estricted cock (1) 03/10/2013 estricted cock (1) 03/10/2013	Code V estricted cock (I) 03/10/2013 M	erivative curity or Exercise extraction or Exercise (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  extracticed example extraction or Exercise extracted example extraction or Exercise (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  extraction or Exercise extraction or Exercise (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  M 7,863  mits  extraction or Exercise (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Conversion or Exercise perivative curity or Exercise parts. 3)  Price of Derivative Security  Price of Derivative Security  Date Exercisable  Code V (A) (D)  Exercisable  Code V (A) (D)	Conversion or Exercise routity or Exercise price of Derivative Security  Security  Transaction Derivative Code Securities (Month/Day/Year)  Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Exercisable Date  Code V (A) (D)  Exercisable Date	Execution Date, if any country or Exercise Instr. 3) Price of Derivative Security  Security  Price of Derivative Security  Security  Security  Price of Derivative Security  Security  Security  Date Expiration Date (Instr. 3 and 5)  Date Date Date Date Date Date Date Date	Conversion or Exercise lastr. 3) Price of Derivative Security Securities (Month/Day/Year) Securities (Instr. 8)

# **Reporting Owners**

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

Reporting Owners 2

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## **Signatures**

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

03/12/2013

\*\*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) Each Restricted Stock Unit (RSU) respresents a contingent right to receive one share of Common Stock.
- (2) 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, 2013 as to 100% of the original grant amount.
- (3) 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, 2013 as to 75% of the original grant amount.
- (4) This RSU was granted on March 10, 2011 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2012. This Form 4 reflects the vesting of this RSU on March 10, 2013 as to 50% 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. 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.

Signatures 3