

Lara Gustavo
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
Lara Gustavo

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)
06/14/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/14/2012 | | M | | 7,123 A \$ 31.5 | 16,545 | D |
| Common Stock | 06/14/2012 | | M | | 10,000 A \$ 37.52 | 26,545 | D |
| Common Stock | 06/14/2012 | | M | | 5,000 A \$ 37.7 | 31,545 | D |
| Common Stock | 06/14/2012 | | M | | 7,152 A \$ 28.39 | 38,697 | D |
| Common Stock | 06/14/2012 | | M | | 4,167 A \$ 43.11 | 42,864 | D |

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Common Stock 06/14/2012 S⁽¹⁾ 33,442 D \$ 67 9,422 D

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

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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 or Number of Shares |
| Option to Purchase Common Stock | \$ 31.5 | 06/14/2012 | | M | 7,123 | 03/01/2006 03/01/2016 | Common Stock 7,123 |
| Option to Purchase Common Stock | \$ 37.52 | 06/14/2012 | | M | 10,000 | 03/15/2007 03/15/2017 | Common Stock 10,000 |
| Option to Purchase Common Stock | \$ 37.7 | 06/14/2012 | | M | 5,000 | 03/17/2008 03/17/2018 | Common Stock 5,000 |
| Option to Purchase Common Stock | \$ 28.39 | 06/14/2012 | | M | 7,152 | 03/10/2009 03/10/2019 | Common Stock 7,152 |
| Option to Purchase Common Stock | \$ 43.11 | 06/14/2012 | | M | 4,167 | 03/10/2010 03/10/2020 | Common Stock 4,167 |

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Lara Gustavo
116 HUNTINGTON AVENUE X
BOSTON, MA 02116

Signatures

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

06/15/2012

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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.