

AMERICAN TOWER CORP /MA/
Form 4
July 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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)
07/09/2014

____ 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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/09/2014		M		24,457 A \$ 50.78	71,902 ⁽¹⁾	D
Common Stock	07/09/2014		M		25,543 A \$ 28.39	97,445	D
Common Stock	07/09/2014		M		30,000 A \$ 43.11	127,445	D
Common Stock	07/09/2014		S ⁽²⁾		74,522 D \$ 90.41 ⁽³⁾	52,923	D
Common Stock	07/09/2014		S ⁽²⁾		5,478 D \$ 91.04	47,445	D

(4)

Common Stock 5,095 I By GRAT

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 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)	Amount or Number of Shares
Option to Purchase Common Stock	\$ 50.78	07/09/2014		M	24,457	<u>(5)</u> 03/10/2021	Common Stock	24,457
Option to Purchase Common Stock	\$ 28.39	07/09/2014		M	25,543	<u>(6)</u> 03/10/2019	Common Stock	25,543
Option to Purchase Common Stock	\$ 43.11	07/09/2014		M	30,000	<u>(7)</u> 03/10/2020	Common Stock	30,000

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

07/11/2014

__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) Includes 192 shares acquired under the Company's employee stock purchase plan in May 2014.
 - (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 13, 2014.
 - (3) Represents the weighted average price of shares sold in multiple same-day transactions ranging from \$90.00 to \$90.99 per share.
 - (4) Represents the weighted average price of shares sold in multiple same-day transactions ranging from \$91.00 to \$91.12 per share.
 - (5) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2012.
 - (6) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2010.
 - (7) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2011.

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.