

AMERICAN TOWER CORP /MA/

Form 4

March 12, 2015

**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

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(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)  
03/10/2015

☐ 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. 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                       | 03/10/2015                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>23,792<br>(1)                         | \$ 0<br>217,702 (2)<br>(3)                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/10/2015                              |                                                             | F(4)                                 | 13,377 D                                                            | \$<br>94.57 204,325                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       | 03/11/2015                              |                                                             | F(4)                                 | 6,687 D                                                             | \$<br>94.63 197,638                                                                                                | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 1,420                                                                                                              | I                                                                    | By minor<br>children<br>(5)                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 88,976                                                                                                             | I                                                                    | By GRAT                                                           |

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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) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>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) |                    |                 |                                |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|--------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount o<br>Number o<br>Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 94.57                                                           | 03/10/2015                              |                                                             | A                                    |                                                                                                           | 298,211                                                        |     | <u>(6)</u>                                                          | 03/10/2025         | Common<br>Stock | 298,211                        |

## 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

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).

- 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.
- 11,065 shares were returned to the reporting person's direct beneficial ownership on December 19, 2014 in the form of a scheduled annuity payment under the terms of a grantor retained annuity trust (GRAT).
- 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.
- 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.

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- (5) The reporting person disclaims beneficial ownership in shares owned by minor children. The reporting person no longer has a reportable interest in 210 shares that were included in his prior ownership reports as those shares are owned by a child who is now independent.
- (6) 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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