

AMERICAN TOWER CORP /MA/

Form 4

March 14, 2012

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHARBUTT DAVID E

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)  
03/12/2012

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

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2012		M	12,500	A \$ 35.72	18,813	D
Common Stock	03/12/2012		M	7,152	A \$ 28.39	25,965	D
Common Stock	03/12/2012		S	19,652	D \$ 62.05 (1)	6,313	D
Common Stock	03/12/2012		S	6,313	D \$ 62.12 (2)	0	D
	03/12/2012		A		A \$ 0	1,099	D

Common Stock 1,009  
(3)

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 35.72	03/12/2012		M	12,500	09/01/2006 09/01/2016	Common Stock 12,500
Option to Purchase Common Stock	\$ 28.39	03/12/2012		M	7,152	03/10/2009 03/10/2019	Common Stock 7,152
Option to Purchase Common Stock <sup>(4)</sup>	\$ 62	03/12/2012		A	3,590	03/12/2012 03/12/2022	Common Stock 3,590

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARBUTT DAVID E 116 HUNTINGTON AVENUE BOSTON, MA 02116	X			

## Signatures

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

03/14/2012

\_\_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) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$62.05 to \$62.08 per share.
- (2) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$62.12 to \$62.14 per share.
- (3) The reporting person was granted 1,009 fully vested Restricted Stock Units (RSUs) pursuant to the 2007 Equity Incentive Plan on March 12, 2012. Each RSU represented a contingent right to receive one share of Common Stock.
- (4) This option was granted pursuant to the 2007 Equity Incentive Plan.

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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