

AMERICAN TOWER CORP /MA/
Form 4
March 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
03/10/2014

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 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	03/10/2014		M		11,888 A \$ 0	11,888	D
Common Stock	03/10/2014		F		5,606 D \$ 81.18	6,282	D
Common Stock	03/10/2014		M		14,770 A \$ 0	21,052	D
Common Stock	03/10/2014		F		6,965 D \$ 81.18	14,087	D
Common Stock	03/11/2014		M		14,630 A \$ 0	28,717	D

Common Stock	03/11/2014	F	6,794	D	\$ 81.7	21,923	D	
Common Stock						1,630	I	By minor children (1)
Common Stock						100,041	(2) I	By GRAT

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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Restricted Stock Units	(3)	03/10/2014		M	11,888	(4)	(4)	Common Stock
Restricted Stock Units	(3)	03/10/2014		M	14,770	(5)	(5)	Common Stock
Restricted Stock Units	(3)	03/11/2014		M	14,630	(6)	(6)	Common Stock
Option to Purchase Common Stock	\$ 81.18	03/10/2014		A	303,235	(7)	03/10/2024	Common Stock
Restricted Stock Units	(3)	03/10/2014		A	55,433	(8)	(8)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAICLET JAMES D JR
116 HUNTINGTON AVENUE
BOSTON, MA 02116

X

Chairman,
President and
CEO

Signatures

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

03/12/2014

__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) The reporting person disclaims beneficial ownership in shares owned by minor children.
- (2) 100,041 shares were previously reported as directly beneficially owned. These shares were contributed to a grantor retained annuity trust ("GRAT") on December 20, 2013.
- (3) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Common Stock.
- (4) 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, 2014 as to 100% of the original grant amount.
- (5) 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, 2014 as to 75% of the original grant amount.
- (6) This RSU was granted on March 11, 2013 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 11, 2014. This Form 4 reflects the vesting of this RSU on March 11, 2014 as to 25% of the original grant amount.
- (7) This option was granted on March 10, 2014 pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2015.
- (8) This RSU was granted on March 10, 2014 pursuant to the 2007 Equity Incentive Plan and vests in 25% cumulative annual increments beginning March 10, 2015.

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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