

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  
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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 \*  
**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 <sup>(1)</sup>                                    | 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 <sup>(2)</sup>               |   | 74,522 D \$ 90.41 <sup>(3)</sup>  | 52,923   | D  |
| Common Stock                    | 07/09/2014                           |  | S <sup>(2)</sup>               |   | 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.

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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 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<br>116 HUNTINGTON AVENUE<br>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.