

AMERICAN TOWER CORP /MA/

Form 4

March 14, 2016

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 *
Meyer Robert Joseph 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)

03/10/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Finance & Corp Controller

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BOSTON, MA 02116

(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 Ownership (Instr. 4)
Common Stock	03/10/2016		A	(A) or (D) Amount 3,960 (1)	\$ 0	25,652 (2)	D
Common Stock	03/10/2016		F(3)	636	\$ 94.71	25,016	D
Common Stock	03/11/2016		F(3)	396	\$ 98.46	24,620	D
Common Stock	03/12/2016		F(3)	321	\$ 98.46	24,299	D

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)	8. Amount or Number of Shares
Option to Purchase Common Stock	\$ 94.71	03/10/2016		A	25,756	<u>(4)</u> 03/10/2026	Common Stock	25,756

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Meyer Robert Joseph JR 116 HUNTINGTON AVENUE BOSTON, MA 02116	SVP, Finance & Corp Controller

Signatures

/s/ Mneesha O. Nahata, as
attorney-in-fact 03/14/2016

__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) These Restricted Stock Units (RSUs) were granted pursuant to the 2007 Equity Incentive Plan and vest in 25% cumulative annual increments beginning March 10, 2017. Each RSU represents a contingent right to receive one share of Common Stock.
- (2) Amount includes 200 and 46 shares acquired under the Company's employee stock purchase plan in May 2015 and November 2015, respectively, and excludes 1,109 shares inadvertently included in his previous Form 4.
- (3) 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.
- (4) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2017.

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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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