#### AMERICAN TOWER CORP /MA/

Form 4

September 20, 2011

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

See Instruction

HESS WILLIAM H S			Symbol	AMERICAN TOWER CORP /MA/				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Month/			B. Date of Earliest Transaction Month/Day/Year) 09/16/2011				Director 10% Owner _X Officer (give title Other (specify below)  EVP, Int'l. Operations				
BOSTON,	(Street) MA 02116		Filed(Month/Day/Year) ApplicX_Fo					5. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M	_ Form filed by One Reporting Person _ Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative S	Securit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				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 Beneficial Ownership (Instr. 4)	
Class A Common Stock	09/16/2011			M	4,533	A	\$ 37.52	19,791	D		
Class A Common Stock	09/16/2011			M	10,937	A	\$ 37.7	30,728	D		
Class A Common Stock	09/16/2011			S(1)	15,470	D	\$ 55	15,258	D		
Class A Common	09/19/2011			M	81,634	A	\$ 37.52	96,892	D		

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Stock								
Class A Common Stock	09/19/2011	M	21,875	A	\$ 37.7	118,767	D	
Class A Common Stock	09/19/2011	S <u>(1)</u>	103,509	D	\$ 55	15,258	D	
Class A Common Stock						3,662	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. Transactic Code (Instr. 8)	5. Number of ctionDerivative Securities 3) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 37.52	09/16/2011		M		4,533	(2)	03/15/2017	Class A Common Stock	4,533
Option to Purchase Class A Common Stock	\$ 37.7	09/16/2011		M		10,937	(3)	03/17/2018	Class A Common Stock	10,937
Option to Purchase Class A Common Stock	\$ 37.52	09/19/2011		M		81,634	<u>(2)</u>	03/15/2017	Class A Common Stock	81,634
	\$ 37.7	09/19/2011		M		21,875	(3)	03/17/2018		21,875

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Option to Class A
Purchase Common
Class A
Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116

EVP, Int'l. Operations

# **Signatures**

Stock

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

09/20/2011

\*\*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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 15, 2008.
- (3) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 17, 2009.

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.

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