Bartlett Thomas A Form 4 November 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

obligations

may continue.

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Bartlett Thomas A	f Reporting Person	* 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
	AMERICAN TOWER CORP /MA/ [AMT]				(Check all applicable)					
(Last) (Fin	st) (Middle)	3. Date of	3. Date of Earliest Transaction			10%				
116 111 1220 1620	(Month/D	• ′		X Officer (give below)	below)	er (specify				
116 HUNTINGTO	11/01/20	011		EVP & CFO						
(Str	4. If Amer	ndment, D	Date Original	6. Individual or Joint/Group Filing(Check						
	Filed(Mon	Filed(Month/Day/Year)			Applicable Line)					
				X Form filed by One Reporting Person Form filed by More than One Reporting						
BOSTON, MA 02					Person					
(City) (Sta	te) (Zip)	Table	e I - Non-	Derivative Securities Acq	quired, Disposed of	, or Beneficial	ly Owned			
1.Title of 2. Tran	saction Date 2A. I	Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature			
Security (Month	/Day/Year) Exec	ution Date, if	Transacti	ion(A) or Disposed of (D)	Securities	Ownership	Indirect			
(Instr. 3)	any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial			

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. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock	11/01/2011		M	32,620	A	\$ 31.54	42,663	D	
Class A Common Stock	11/01/2011		S <u>(1)</u>	32,620	D	\$ 57.5	10,043	D	
Class A Common Stock	11/01/2011		S <u>(1)</u>	3,975	D	\$ 57.5	6,068	D	
Class A Common	11/01/2011		S <u>(1)</u>	6,068	D	\$ 57.5	0	D	

Stock

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 31.54	11/01/2011		M	32,620	(2)	04/01/2019	Class A Common Stock	32,620

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bartlett Thomas A

116 HUNTINGTON AVENUE EVP & CFO

BOSTON, MA 02116

Signatures

/s/ Mneesha O. Nahata, as attorney-in-fact 11/03/2011

**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 April 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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