

AMERICAN TOWER CORP /MA/
Form 4
June 03, 2008

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)
06/02/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

BOSTON, MA 02116
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 06/02/2008 | | S ⁽¹⁾ | 700 D | \$ 44.99 11,900 | D | |
| Class A Common Stock | 06/02/2008 | | S ⁽¹⁾ | 300 D | \$ 45 11,600 | D | |
| Class A Common Stock | 06/02/2008 | | S ⁽¹⁾ | 300 D | \$ 45.01 11,300 | D | |
| Class A Common | 06/02/2008 | | S ⁽¹⁾ | 100 D | \$ 45.02 11,200 | D | |

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| | | | | | | | | |
|----------------------------|------------|------------------------|-----|---|-------------|--------|--|---|
| Stock | | | | | | | | |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 45.03 | 11,000 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 45.04 | 10,800 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.05 | 10,700 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.06 | 10,600 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.08 | 10,500 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.12 | 10,400 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.14 | 10,300 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 45.22 | 10,100 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.23 | 10,000 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.25 | 9,900 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 45.26 | 9,700 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.27 | 9,600 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.28 | 9,500 | | D |
| Class A Common Stock | 06/02/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 45.34 | 9,400 | | D |

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| | | | | | | | |
|----------------------------|------------|-------------------------|-----|---|-------------|-------|---|
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 45.41 | 9,300 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 45.44 | 9,100 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 45.49 | 8,900 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 45.51 | 8,800 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 45.52 | 8,600 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 45.55 | 8,400 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 45.56 | 8,200 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 45.57 | 8,100 | D |
| Class A Common Stock | 06/02/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 45.58 | 8,000 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | | | | | | |
|--|------|---|-----|-----|---------------------|--------------------|-------|--|
| | | | | | | | | Amount or Number of Shares |
| | | | | | Date Exercisable | Expiration Date | Title | |
| | Code | V | (A) | (D) | | | | |

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/ Nathaniel B. Sisitsky, as attorney-in-fact | 06/03/2008 |
| **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.

Remarks:

This Form 4 is the second of two to be filed to report sales of an aggregate of 36,557 shares of Class A Common Stock on Jun

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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