

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 *
Bartlett Thomas A

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)
EVP and CFO

BOSTON, MA 02116

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/10/2016 | | A | | 15,500 ⁽¹⁾ | A | \$ 0 | 104,144 | D |
| Common Stock | 03/10/2016 | | F ⁽²⁾ | | 3,124 | D | \$ 94.71 | 101,020 | D |
| Common Stock | 03/11/2016 | | F ⁽²⁾ | | 2,182 | D | \$ 98.46 | 98,838 | D |
| Common Stock | 03/12/2016 | | F ⁽²⁾ | | 2,409 | D | \$ 98.46 | 96,429 | D |
| Common Stock | | | | | | | | 193 | I |
| | | | | | | | | | By Spouse |

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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. 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 Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bartlett Thomas A 116 HUNTINGTON AVENUE BOSTON, MA 02116 | | | EVP and CFO | |

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) 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.

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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