

AMERICAN TOWER CORP /MA/
Form 4
June 14, 2016

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2015
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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 *
DiSanto Edmund

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)
06/10/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Admin Ofr, GC & Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/10/2016 | | M | | 20,000 A \$ 28.39 | 145,650 ⁽¹⁾ | D |
| Common Stock | 06/10/2016 | | S ⁽²⁾ | | 11,808 D \$ 108.69 | 133,842 ⁽³⁾ | D |
| Common Stock | 06/10/2016 | | S ⁽²⁾ | | 8,192 D \$ 109.21 | 125,650 ⁽⁴⁾ | D |
| Common Stock | 06/10/2016 | | M | | 21,875 A \$ 37.7 | 147,525 | D |
| | 06/10/2016 | | S ⁽²⁾ | | 12,949 D | 134,576 | D |

| | | | | | | | | |
|--------------|------------|--|------------------|-------|------------|------------|--------|---------|
| Common Stock | | | | | \$ | | | |
| | | | | | 108.69 | | | |
| | | | | | <u>(5)</u> | | | |
| Common Stock | 06/10/2016 | | S ⁽²⁾ | 8,926 | D | \$ | 109.21 | 125,650 |
| | | | | | | | | D |
| | | | | | | <u>(6)</u> | | |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option to Purchase Common Stock | \$ 28.39 | 06/10/2016 | | M | 20,000 | <u>(7)</u> | 03/10/2019 | Common Stock | 20,000 |
| Option to Purchase Common Stock | \$ 37.7 | 06/10/2016 | | M | 21,875 | <u>(8)</u> | 03/17/2018 | Common Stock | 21,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DiSanto Edmund 116 HUNTINGTON AVENUE BOSTON, MA 02116 | | | EVP, Chief Admin Ofr, GC & Sec | |

Signatures

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

06/14/2016

__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) Includes 34 shares acquired under the Company's employee stock purchase plan in May 2016.
- (2) The sales reported on this Form 4 were pursuant to a 10b5-1 trading plan adopted by the reporting person on May 27, 2016.
- (3) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$108.08 to \$109.07 per share.
- (4) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$109.08 to \$109.37 per share.
- (5) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$108.09 to \$109.08 per share.
- (6) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$109.09 to \$109.37 per share.
- (7) This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning March 10, 2010.
- (8) 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.

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