

DOLAN RAYMOND P
Form 4
December 07, 2011

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 *
DOLAN RAYMOND P

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)
12/05/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

BOSTON, MA 02116

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

(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
Class A Common Stock	12/05/2011		M		25,000	A	\$ 4.8 31,313
Class A Common Stock	12/05/2011		M		10,000	A	\$ 12.11 41,313
Class A Common Stock	12/05/2011		S ⁽¹⁾		35,000	D	\$ 59.36 6,313 ⁽²⁾
Class A Common	12/06/2011		M		10,000	A	\$ 18.15 16,313

Stock

Class A

Common 12/06/2011 S⁽¹⁾ 10,000 D \$ 59.05 6,313 D
 Stock

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. 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. Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 4.8	12/05/2011		M	25,000	⁽³⁾ 02/27/2013	Class A Common Stock	25,000
Option to Purchase Class A Common Stock	\$ 12.11	12/05/2011		M	10,000	⁽⁴⁾ 03/04/2014	Class A Common Stock	10,000
Option to Purchase Class A Common Stock	\$ 18.15	12/06/2011		M	10,000	⁽⁵⁾ 04/01/2015	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN RAYMOND P 116 HUNTINGTON AVENUE	X			

BOSTON, MA 02116

Signatures

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

12/07/2011

__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) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$59.21 to \$59.63 per share.
- (3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and was fully vested on February 27, 2003.
- (4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and was fully vested on March 4, 2004.
- (5) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and was fully vested on April 1, 2005.

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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