

AMERICAN TOWER CORP /MA/
Form 4
March 18, 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 *
HESS WILLIAM H

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)
03/17/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Int'l. Operations

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)	(A) or (D)	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	Price		
Class A Common Stock	03/18/2008		M		37,500	\$ 18.15	D	
Class A Common Stock	03/18/2008		S ⁽¹⁾		3,750	\$ 38.38	D	
Class A Common Stock	03/18/2008		S ⁽¹⁾		3,450	\$ 38.54	D	
Class A Common	03/18/2008		S ⁽¹⁾		300	\$ 70,034	D	
						38.55		

Stock								
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 38.63	66,284	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	1,151	D	\$ 38.88	65,133	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	2,000	D	\$ 38.92	63,133	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	4,349	D	\$ 38.98	58,784	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 39	55,034	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 39.07	51,284	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 39.08	47,534	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 39.12	43,784	D
Class A Common Stock	03/18/2008		S ⁽¹⁾	3,750	D	\$ 37.8	40,034	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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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Option to purchase Class A Common Stock	\$ 18.15	03/18/2008	M	37,500	(2)	04/01/2015	Class A Common Stock	37,500
Option to purchase Class A Common Stock	\$ 37.7	03/17/2008	A	87,500	(3)	03/17/2018	Class A Common Stock	87,500
Restricted Stock Units	(4)	03/17/2008	A	25,000	(5)	(5)	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, Int'l. Operations	

Signatures

/s/ Nathaniel B. Sisitsky, as attorney-in-fact

03/18/2008

**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.
- (2) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning April 1, 2006.
- (3) This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 17, 2009.
- (4) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Class A Common Stock.
- (5) This RSU was granted pursuant to the 2007 Equity Incentive Plan, and vests 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.