Lara Gustavo Form 4 June 15, 2012

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Lara Gustavo

(Last)

(City)

1.Title of

(First) (Middle)

116 HUNTINGTON AVENUE

(Street)

(State)

BOSTON, MA 02116

2. Transaction Date 2A. Deemed

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN TOWER CORP /MA/ [AMT]

3. Date of Earliest Transaction (Month/Day/Year)

06/14/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting

4. Securities Acquired

Person

Issuer

below)

_X__ Director

5. Amount of

Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.11110 01 | 2. Transaction Date | Zi i. Decined | ٥. | 1. Securities riequired | | 3. 7 timount of | 0. | 7. I tatale of | |
|------------|---------------------|------------------------|-------------|-------------------------|------------------|-----------------|------------------|----------------|------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Disposed of (D) | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | | Beneficially | Form: Direct | Beneficial |
| , | | (Month/Day/Year) | (Instr. 8) | , | (moure, raine e) | | Owned | (D) or | Ownership |
| | | (Iviolidia Buji i cur) | (111511: 0) | | | Following | Indirect (I) | (Instr. 4) | |
| | | | | | | Č | * * | (IIISII. +) | |
| | | | | | (A) | | Reported | (Instr. 4) | |
| | | | | | or | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| ~ | | | Code v | Amount | (D) | FIICE | | | |
| Common | 06/14/2012 | | M | 7,123 | A | ¢ 21 5 | 16,545 | D | |
| Stock | 00/14/2012 | | 1V1 | 1,123 | A | \$ 51.5 | 10,545 | D | |
| 210011 | | | | | | | | | |
| Common | | | | 10,000 | | \$ | | _ | |
| | 06/14/2012 | | M | 10,000 | Α | 27.52 | 26,545 | D | |
| Stock | | | | | | 31.32 | | | |
| Common | | | | | | | | | |
| Common | 06/14/2012 | | M | 5,000 | A | \$ 37 7 | 31,545 | D | |
| Stock | 00/11/2012 | | 111 | 2,000 | | ΨΟΙΙΙ | 21,212 | | |
| | | | | | | | | | |
| Common | 06/14/2012 | | M | 7 152 | A | \$ | 38,697 | D | |
| Stock | 00/14/2012 | | IVI | 7,152 | A | \$ 28.39 | 38,097 | D | |
| Stock | | | | | | 20.57 | | | |
| Common | | | | | | \$ | | | |
| | 06/14/2012 | | M | 4,167 | A | \$ 43.11 | 42,864 | D | |
| Stock | | | | | | 43.11 | | | |
| | | | | | | | | | |

OMB 3235-0287 Number:

January 31, Expires: 2005

> 10% Owner Other (specify

> > 7. Nature of

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

0.5

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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.

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. Transactic Code (Instr. 8) | 5. Number of stiorDerivative Securities 3) 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) | |
|---|---|---|---|--|---|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 31.5 | 06/14/2012 | | M | | 7,123 | 03/01/2006 | 03/01/2016 | Common Stock | 7,123 |
| Option to Purchase Common Stock | \$ 37.52 | 06/14/2012 | | M | | 10,000 | 03/15/2007 | 03/15/2017 | Common Stock | 10,000 |
| Option to Purchase Common Stock | \$ 37.7 | 06/14/2012 | | M | | 5,000 | 03/17/2008 | 03/17/2018 | Common Stock | 5,000 |
| Option to Purchase Common Stock | \$ 28.39 | 06/14/2012 | | M | | 7,152 | 03/10/2009 | 03/10/2019 | Common Stock | 7,152 |
| Option to Purchase Common Stock | \$ 43.11 | 06/14/2012 | | M | | 4,167 | 03/10/2010 | 03/10/2020 | Common Stock | 4,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------|---------------|
| Reporting Owner Maine / Address | |

Reporting Owners 2

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Director 10% Owner Officer Other

Lara Gustavo
116 HUNTINGTON AVENUE X
BOSTON, MA 02116

Signatures

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

06/15/2012

**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.

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