

Marshall Steven C.
Form 4
March 12, 2013

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 *
Marshall Steven C.

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)
03/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & President, U.S. Tower

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/10/2013 | | M | 5,283 A \$ 0 | 8,693 | D | |
| Common Stock | 03/10/2013 | | F | 1,897 D \$ 77.14 | 6,796 | D | |
| Common Stock | 03/10/2013 | | M | 5,219 A \$ 0 | 12,015 | D | |
| Common Stock | 03/10/2013 | | F | 2,446 D \$ 77.14 | 9,569 | D | |
| Common Stock | 03/10/2013 | | M | 5,170 A \$ 0 | 14,739 | D | |

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Common Stock 03/10/2013 F 2,423 D \$ 77.14 12,316 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | <u>(1)</u> | 03/10/2013 | | M | 5,283 | <u>(2)</u> | <u>(2)</u> | Common Stock | 5,283 |
| Restricted Stock Units | <u>(1)</u> | 03/10/2013 | | M | 5,219 | <u>(3)</u> | <u>(3)</u> | Common Stock | 5,219 |
| Restricted Stock Units | <u>(1)</u> | 03/10/2013 | | M | 5,170 | <u>(4)</u> | <u>(4)</u> | Common Stock | 5,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marshall Steven C. 116 HUNTINGTON AVENUE BOSTON, MA 02116 | | | EVP & President, U.S. Tower | |

Signatures

/s/ Mneesha O. Nahata, as attorney-in-fact 03/12/2013

__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) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Common Stock.
- (2) This RSU was granted on March 10, 2009 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2010. This Form 4 reflects the vesting of this RSU on March 10, 2013 as to 100% of the original grant amount.
- (3) This RSU was granted on March 10, 2010 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2011. This Form 4 reflects the vesting of this RSU on March 10, 2013 as to 75% of the original grant amount.
- (4) This RSU was granted on March 10, 2011 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2012. This Form 4 reflects the vesting of this RSU on March 10, 2013 as to 50% of the original grant amount.

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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