#### Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

#### AMERICAN TOWER CORP /MA/

Form 4

September 03, 2008

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Section 16. Form 4 or Form 5 obligations

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

**SECURITIES** 

burden hours per response... 0.5

Estimated average

Expires:

5. Relationship of Reporting Person(s) to

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HESS WIL	LIAM H	A	ymbol MERIC AMT]	CAN TO	WER CC	)RP/		Issuer (Chec	k all applicable	)
(Last)	(Month		Month/Da	Date of Earliest Transaction Month/Day/Year) 9/02/2008				Director 10% Owner Specify below) below)  EVP, Int'l. Operations		
(Street) BOSTON, MA 02116			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)		(Zip)	W-1-1-	I N D		٠		Person	В е . : н	l- 01
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2 A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4	posed	of (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)
Class A Common Stock	09/02/2008			Code V  M	Amount 15,477	(D)	Price \$ 10.5	55,511	D	
Class A Common Stock	09/02/2008			S <u>(1)</u>	23,072	D	\$ 41.75 (2)	32,439	D	
Class A Common	09/02/2008			S <u>(1)</u>	13,962	D	\$ 42.06	18,477	D	

(3)

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class A Common Stock	\$ 10.5	09/02/2008		M	15,477	<u>(4)</u>	11/17/2013	Class A Common Stock	15,477

# **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 09/03/2008

\*\*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) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$41.06 to \$42.00 per share.
- (3) Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$42.01 to \$42.06 per share.
- (4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 17, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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