

Meyer Robert Joseph JR
 Form 4
 December 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Meyer Robert Joseph JR

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)
 11/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Finance & Corp Controller

BOSTON, MA 2116

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/30/2012 | | S | 4,606 D \$ 75 | 4,181 ⁽¹⁾ | D | |
| Common Stock | 12/01/2012 | | M | 2,232 A \$ 0 | 6,413 | D | |
| Common stock | 12/01/2012 | | F | 709 D \$ 74.93 | 5,704 | 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

SEC 1474 (9-02)

number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (2) | 12/01/2012 | | M | 2,232 | (3) (3) | Common Stock | 2,232 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Meyer Robert Joseph JR 116 HUNTINGTON AVENUE BOSTON, MA 2116 | | | SVP, Finance & Corp Controller | |

Signatures

/s/ Mneesha O. Nahata, as attorney-in-fact
12/04/2012
**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) Includes 427 shares acquired under the Company's employee stock purchase plan in May 2012. Also includes 27 shares acquired under a dividend reinvestment plan not previously required to be reported pursuant to Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act"). The transactions reported herein resulted in a short swing profit under Section 16(b) of the Exchange Act. The reporting person has made arrangements with the Company to disgorge such profit promptly upon settlement of the sale.
 - (2) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of common stock.
 - (3) This RSU was granted on December 1, 2008 pursuant to the 2007 Equity Incentive Plan and vests in 25% cumulative annual increments beginning December 1, 2009. This Form 4 reflects the vesting of this RSU on December 1, 2012 as to 100% 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. 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.