Marshall Steven C. Form 4 March 20, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

**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

1(b).

Common

Stock

03/17/2012

(Print or Type Responses)

1. Name and A Marshall Sto	address of Reporting F even C.	Symbol	RICAN TOWER CORP /MA/	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	,	of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
116 HUNTI	NGTON AVENU	`	/Day/Year) 2012	below) below)  EVP & President, U.S. Tower			
	(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(M	onth/Day/Year)	Applicable Line)			
BOSTON, N	MA 02116			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of			
(Instr. 3) any		Execution Date, if	` / .				
		•	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
C		(Month/Day/Year	(A) or Code V Amount (D) Price	Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/17/2012		M 2,322 A \$0	25,800 D			

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

F

981

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

24,819

#### Edgar Filing: Marshall Steven C. - Form 4

# 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 on 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/17/2012		M	2,322	(2)	(2)	Common Stock	2,322	\$

# **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

03/20/2012

Date

\*\*Signature of Reporting Person

## **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) respresents a contingent right to receive one share of Common Stock.
- (2) This RSU was granted on March 17, 2008 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 17, 2009. This Form 4 reflects the vesting of this RSU on March 17, 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.

Reporting Owners 2