Edgar Filing: Marshall Steven C. - Form 4

| Marshall Ste Form 4 | ven C. | | | | | | | | | | |
|---|------------------------------------|--------------------|--------------------------------|--|---------------------------------------|------------------------|-------------|--|--|-----------|--|
| March 14, 20 | | | | | | | | | <u></u> | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| | | DSIAILS | | shington, | | | | | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 1 | | 0 / | BENEF | | LOW | NERSHIP OF | | Estimated average | | | |
| builden nouis per | | | | | | | | 0.5 | | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| Marshall Steven C. Sy | | | Symbol | Name and | | | - | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | AMERICAN TOWER CORP /MA/ [AMT] | | | | | (Check all applicable) | | | | | |
| (N | | | 3. Date of (Month/D 03/12/20 | - | ansaction | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP & President, U.S. Tower | | | |
| | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| BOSTON, N | MA 02116 | | | | | | | Form filed by M Person | Iore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | r) Executio any | ned n Date, if Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or D (Instr. 3, | ispose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| ~ | | | | Code V | Amount | | Price | (Instr. 3 and 4) | | | |
| Common Stock | 03/12/2013 | | | М | 5,041 | А | \$0 | 17,357 | D | | |
| Common Stock | 03/12/2013 | | | F | 2,330 | D | \$ 76.03 | 15,027 | 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 number.

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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. Transacti Code (Instr. 8) | Transaction of Derivative Code Securities | | 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 | |
| Restricted Stock Units | <u>(1)</u> | 03/12/2013 | | М | 5,041 | (2) | (2) | Common Stock | 5,041 | \$ |

Reporting Owners

| Relationships | | | | | | |
|---------------|-----------|---------------------|----------------------------|--|--|--|
| Director | 10% Owner | Officer | Other | | | |
| | | EVP & President, U. | S. Tower | | | |
| | | | | | | |
| | 03/14/ | 2013 | | | | |
| | Date | 2 | | | | |
| | | 03/14/ | Director 10% Owner Officer | | | |

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 12, 2012 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 12, 2013. This Form 4 reflects the vesting of this RSU on March 12, 2013 as to 25% 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.