

TAICLET JAMES D JR  
Form 4  
December 21, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
TAICLET JAMES D 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)  
12/17/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/17/2009		M		66,888 A \$ 5.98	81,649	D
Class A Common Stock	12/17/2009		M		9,523 A \$ 10.5	91,172	D
Class A Common Stock	12/17/2009		M		8,257 A \$ 12.11	99,429	D
Class A Common	12/17/2009		M		5,509 A \$ 18.15	104,938	D

Stock

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date		
Option to purchase Class A Common Stock	\$ 5.98	12/17/2009		M	66,888		<u>(1)</u>	11/07/2011	Class A Common Stock	66,888
Option to purchase Class A Common Stock	\$ 10.5	12/17/2009		M	9,523		<u>(2)</u>	11/17/2013	Class A Common Stock	9,523
Option to purchase Class A Common Stock	\$ 12.11	12/17/2009		M	8,257		<u>(3)</u>	03/04/2014	Class A Common Stock	8,257
Option to purchase Class A Common Stock	\$ 18.15	12/17/2009		M	5,509		<u>(4)</u>	04/01/2015	Class A Common Stock	5,509

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

TAICLET JAMES D JR  
116 HUNTINGTON AVENUE  
BOSTON, MA 02116

X

Chairman,  
President and  
CEO

## Signatures

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

12/21/2009

\_\_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) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 7, 2002.
- (2) 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.
- (3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 4, 2005.
- (4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning April 1, 2006.

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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