

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Marshall Steven C.</u> (Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN TOWER CORP /MA/ [AMT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/08/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & President, U.S. Tower</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	(A) or (D)	Price			
Common Stock	07/08/2016		M		50,000	A	\$44.92	139,689 ⁽¹⁾	D	
Common Stock	07/08/2016		S ⁽²⁾		50,000	D	\$112.81 ⁽³⁾	89,689	D	
Common Stock	07/11/2016		M		50,000	A	\$44.92	139,689	D	
Common Stock	07/11/2016		S ⁽²⁾		25,000	D	\$113.68 ⁽⁴⁾	114,689	D	
Common Stock	07/11/2016		S ⁽²⁾		25,000	D	\$114	89,689	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to purchase common stock	\$44.92	07/08/2016		M			50,000	(5)	12/03/2017	Common Stock	50,000	\$0	100,000	D	
Option to purchase common stock	\$44.92	07/11/2016		M			50,000	(5)	12/03/2017	Common Stock	50,000	\$0	50,000	D	

Explanation of Responses:

1. Amount includes 188 shares acquired under the Company's employee stock purchase plan in May 2016.
2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2016.
3. Represents the weighted average price of shares sold in multiple same-day transactions ranging from \$112.33 to \$113.18 per share.
4. Represents the weighted average price of shares sold in multiple same-day transactions ranging from \$113.00 to \$113.98 per share.
5. This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cumulative annual increments beginning December 3, 2008.

Remarks:

/s/ Mneesha O. Nahata, as attorney-in-fact
07/12/2016
** Signature of Reporting Person Date

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

* 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).

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

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 Number.