

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



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

OMB APPROVAL

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1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Marshall Steven C.</u>	<u>AMERICAN TOWER CORP /MA/ [AMT]</u>	<input checked="" type="checkbox"/> Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>116 HUNTINGTON AVENUE</u>	<u>10/30/2018</u>	<u>Former Officer</u>
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>BOSTON MA 02116</u>		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	10/30/2018		M		61,368	A	\$50.78	166,203 ⁽¹⁾	D	
Common Stock	10/30/2018		S ⁽²⁾		61,368	D	\$154	104,835	D	
Common Stock	10/30/2018		M		71,798	A	\$62	176,633	D	
Common Stock	10/30/2018		S ⁽²⁾		71,798	D	\$158	104,835	D	
Common Stock	10/30/2018		M		30,000	A	\$43.11	134,835	D	
Common Stock	10/30/2018		S ⁽²⁾		30,000	D	\$160	104,835	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$50.78	10/30/2018		M		61,368	(3)	03/10/2021	Common Stock	61,368	\$0	0	D	
Option to Purchase Common Stock	\$62	10/30/2018		M		71,798	(4)	03/12/2022	Common Stock	71,798	\$0	0	D	
Option to Purchase Common Stock	\$43.11	10/30/2018		M		30,000	(5)	03/10/2020	Common Stock	30,000	\$0	0	D	

Explanation of Responses:

1. Includes 141 shares acquired under the Issuer's employee stock purchase plan in May 2018.
2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2018.
3. This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 10, 2012.
4. This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 12, 2013.
5. This option was granted pursuant to the 2007 Equity Incentive Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 10, 2011.

Remarks:

Mr. Marshall resigned as an officer of the Issuer effective October 31, 2018.

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

11/01/2018

** 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.