SEC Form 4

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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[*] 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 | 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2016 | X Director   10% Owner  X Officer (give title below)   Other (specify below)  Chairman, President and CEO |
| (Street) BOSTON MA 02116 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person   Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

**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 | 12/05/2016 | | M | | 40,000 | A | $28.39 | 266,517 | D | |
| Common Stock | 12/05/2016 | | S[(1)] | | 38,753 | D | $101.8[(2)] | 227,764 | D | |
| Common Stock | 12/05/2016 | | S[(1)] | | 1,247 | D | $102.33[(3)] | 226,517 | D | |
| Common Stock | | | | | | | | 1,420 | I | By children[(4)] |
| Common Stock | | | | | | | | 74,887 | I | By GRAT |

**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 | $28.39 | 12/05/2016 | | M | | | 40,000 | [(5)] | 03/10/2019 | Common Stock | 40,000 | $0 | 149,760 | D | |

**Explanation of Responses:**

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2016.
2. Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from $101.26 to $102.24 per share.
3. Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from $102.31 to $102.38 per share.
4. The reporting person disclaims beneficial ownership in shares held by children.
5. This option was granted pursuant to the 2007 Equity Incentive Plan and is exercisable in 25% cummualtive annual increments beginning March 10, 2010.

**Remarks:**

/s/ Mneesha O. Nahata, as attorney-in-fact          12/07/2016

** 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.**