

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).

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<div>DiSanto Edmund</div>			<div>AMERICAN TOWER CORP /MA/ [AMT]</div>		<div>Director10% Owner</div>	
<div>(Last)(First)(Middle)</div>			3. Date of Earliest Transaction (Month/Day/Year)		<div>XOfficer (give title below)</div>	
<div>116 HUNTINGTON AVENUE</div>			<div>04/01/2014</div>		<div>EVP, Chief Admin Officer & GC</div>	
<div>(Street)</div>			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<div>BOSTONMA02116</div>					<div>XForm filed by One Reporting Person</div>	
<div>(City)(State)(Zip)</div>					<div>Form filed by More than One Reporting Person</div>	

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	04/01/2014		M		50,000	A	\$42.95	116,040	D	
Common Stock	04/01/2014		S ⁽¹⁾		49,219	D	\$81.23 ⁽²⁾	66,821	D	
Common Stock	04/01/2014		S ⁽¹⁾		781	D	\$81.96 ⁽³⁾	66,040	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					
Option to Purchase Common Stock	\$42.95	04/01/2014		M		50,000	(4)	06/01/2017	Common Stock	50,000	\$0	9,312	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 repoting person on March 15, 2013.
2. Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$80.93 to \$81.91 per share.
3. Represents the weighted average price of shares sold in multiple same-day transactions at prices ranging from \$81.93 to \$81.99 per share.
4. This option was granted pursuant to the 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning June 1, 2008.

Remarks:

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

04/02/2014

** 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.