Sharma Amit Form 4 March 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person *

Sharma Amit

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

AMERICAN TOWER CORP /MA/

[AMT]

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

> 7. Nature of Indirect Beneficial Ownership (Instr. 4)

03/10/2010

Director

below) EVP, Asia

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

116 HUNTINGTON AVENUE (Street)

(State)

Filed(Month/Day/Year)

(Zip)

BOSTON, MA 02116

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership
Security	(Month/Day/Year)	Execution Date, if	Transaction	Transaction(A) or Disposed of (D)			Securities	Form: Direct
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	(D) or
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)
							Following	(Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	
			Code V	Amount	(D)	Price	(msu. 5 und 1)	
Class A Common Stock	03/10/2010		M	4,403	A	\$ 0	5,995	D
Class A Common Stock	03/10/2010		F	1,165	D	\$ 43.11	4,830	D

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

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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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Purchase Class A Common Stock	\$ 43.11	03/10/2010		A	50,000		<u>(1)</u>	03/10/2020	Class A Common Stock	50,00
Restricted Stock Units	<u>(2)</u>	03/10/2010		A	17,398		(3)	(3)	Class A Common Stock	17,39
Restricted Stock Units	<u>(2)</u>	03/10/2010		M		4,403	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	4,40

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Sharma Amit							
116 HUNTINGTON AVENUE			EVP, Asia				
BOSTON, MA 02116							

Signatures

/s/ Mneesha O. Nahata, as attorney-in-fact 03/12/2010

**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 2007 Equity Incentive Plan, and is exercisable in 25% cumulative annual increments beginning March 10, 2011.
- (2) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of Class A Common Stock.
- (3) This RSU was granted pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2011
- (4) This RSU was granted on March 10, 2009 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 10, 2010. This Form 4 reflects the vesting of this RSU on March 10, 2010 as to 25% of the original grant amount.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.