Marshall Steven C. Form 4 March 21, 2011

FORM 4

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

OMB APPROVAL

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

obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * Marshall Steven C.			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)	(Last) (First) (Middle) 16 HUNTINGTON AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 03/17/2011					Director 10% Owner Officer (give title Other (specify below) EVP & President, U.S. Tower			
	4. If Amendment, Date 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						
BOSTON, N	MA 02116							Person	viore man One Re	porting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transactio Code (Instr. 8)	4. Securi r(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock	03/17/2011			M	2,322	A	\$ 0	13,274	D			
Class A Common	03/17/2011			F	821	D	\$ 51.04	12,453	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)	Execution Date, if any (Month/Day/Year)	Code	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/17/2011		M	2,322	(2)	(2)	Class A Common Stock	2,322	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marshall Steven C. 116 HUNTINGTON AVENUE BOSTON, MA 02116

EVP & President, U.S. Tower

Signatures

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

03/21/2011

Date

**Signature of Reporting Person

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) Each Restricted Stock Unit (RSU) respresents a contingent right to receive one share of Class A Common Stock.
- (2) This RSU was granted on March 17, 2008 pursuant to the 2007 Equity Incentive Plan, and vests in 25% cumulative annual increments beginning March 17, 2009. This Form 4 reflects the vesting of this RSU on March 17, 2011 as to 75% of the original grant amount.

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.

Reporting Owners 2