

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>BENINCASA JUSTIN D</u>  (Last) (First) (Middle) <u>C/O ATLANTIC TELE-NETWORK, INC.</u> <u>600 CUMMINGS CENTER</u>  (Street) <u>BEVERLY MA 01915</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ATLANTIC TELE NETWORK INC /DE [ ATNI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)  CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/10/2015</u>	
	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

**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	04/10/2015		M		40,000 <sup>(1)</sup>	A	\$32.98	87,380	D	
Common Stock	04/10/2015		S		40,000 <sup>(1)</sup>	D	\$69.02 <sup>(2)</sup>	47,380	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$32.98	04/10/2015		M		40,000		<sup>(3)</sup>	09/17/2017	Common Stock	40,000 <sup>(1)</sup>	\$0	0	D	

**Explanation of Responses:**

- Represents options exercised and sold pursuant to Mr. Benincasa's Rule 10b5-1 trading plan.
- These transactions were executed in multiple trades at prices ranging from \$67.98 to \$71.34. The price reported reflects the weighted average sale price. Full information regarding the number of shares sold and the prices at which the transactions were effected is available to the SEC staff, the issuer or any security holder of the issuer, upon request.
- The option vested in equal installments on each of September 17, 2008, 2009, 2010 and 2011.

/s/ Justin D. Benincasa

04/13/2015

\*\* 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.