

ATN International, Inc.
 Form 4
 September 23, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
BENINCASA JUSTIN D

2. Issuer Name and Ticker or Trading Symbol
 ATN International, Inc. [ATNI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O ATLANTIC
 TELE-NETWORK, INC., 500
 CUMMINGS CENTER
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO

BEVERLY, MA 01915

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	09/22/2016		M		1,821 A \$ 23.78	48,364	D
Common Stock	09/22/2016		M		4,146 A \$ 46.85	52,510	D
Common Stock	09/22/2016		M		3,033 A \$ 32.96	55,543	D
Common Stock	09/22/2016		J		5,004 (4) D \$ 67.45	50,539	D

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 23.78	09/22/2016		M	1,821	<u>(1)</u> 12/05/2018	Common Stock	1,821
Stock Option	\$ 46.85	09/22/2016		M	4,146	<u>(2)</u> 02/11/2020	Common Stock	4,146
Stock Option	\$ 32.96	09/22/2016		M	3,033	<u>(3)</u> 03/15/2021	Common Stock	3,033

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENINCASA JUSTIN D
C/O ATLANTIC TELE-NETWORK, INC.
500 CUMMINGS CENTER
BEVERLY, MA 01915

CFO

Signatures

/s/ Justin D.
Benincasa 09/23/2016

**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) The option vested in equal installments on each of December 5, 2009, 2010, 2011 and 2012.

Edgar Filing: ATN International, Inc. - Form 4

- (2) The option vested in equal installments on each of February 11, 2010, 2011, 2012 and 2013.
- (3) The option vested in equal installments on each of March 15, 2011, 2012, 2013 and 2014.
- (4) Reflects shares withheld by the Company for payment of Mr. Benincasa's purchase price and tax obligations resulting from the exercise of options.

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.