SEC Form 4

FORM 4

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] TAICLET JAMES D JR	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) (First) (Middle) 116 HUNTINGTON AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2006	X Director / 10% Owner / X Officer (give title below) / Other (specify below) / Chairman, President and CEO
(Street) BOSTON MA 02116	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
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/13/2006		M		37,500	A	$5.98	45,500	D	
Class A Common Stock	03/13/2006		S(1)		22,100	D	$30.5	23,400	D	
Class A Common Stock	03/13/2006		S(1)		5,400	D	$30.51	18,000	D	
Class A Common Stock	03/13/2006		S(1)		1,300	D	$30.52	16,700	D	
Class A Common Stock	03/13/2006		S(1)		700	D	$30.53	16,000	D	
Class A Common Stock	03/13/2006		S(1)		7,500	D	$30.55	8,500	D	
Class A Common Stock	03/13/2006		S(1)		300	D	$30.6	8,200	D	
Class A Common Stock	03/13/2006		S(1)		100	D	$30.67	8,100	D	
Class A Common Stock	03/13/2006		S(1)		100	D	$30.69	8,000	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	Amount or Number of Shares				
Option to purchase Class A Common Stock	$5.98	03/13/2006		M			37,500	(2)	11/07/2011	Class A Common Stock	37,500	$0	437,500	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected purusant to a Rule 10b5-1 trading plan adopted by the reporting person on September 1, 2005.

2. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 7, 2002.

Remarks:

/s/ Nathaniel B. Sisitsky, as attorney-in-fact
03/13/2006

** 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.