
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 4, 2003 (November 3, 2003)

AMERICAN TOWER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-14195
(Commission File Number)

65-0723837
(IRS Employer Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of Principal Executive Offices) (Zip Code)

(617) 375-7500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events.

On November 3, 2003, American Tower Corporation (the “Company”) issued two press releases, one announcing a proposed institutional private placement of senior subordinated notes of American Towers, Inc., its wholly owned subsidiary (“ATI”), and the other announcing the pricing of that private placement. In accordance with Rule 135(c) of the Securities Act of 1933, as amended, these press releases are hereby filed as Exhibits 99.1 and 99.2, respectively.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Item</u>
99.1	Press release, dated November 3, 2003, announcing the Company’s proposed offering of senior subordinated notes of ATI.
99.2	Press release, dated November 3, 2003, announcing the pricing of the Company’s offering of senior subordinated notes of ATI.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN TOWER CORPORATION
(Registrant)

Date: November 4, 2003

By: /s/ BRADLEY E. SINGER

Bradley E. Singer
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated November 3, 2003, announcing the Company's proposed offering of senior subordinated notes of ATI.
99.2	Press release, dated November 3, 2003, announcing the pricing of the Company's offering of senior subordinated notes of ATI.



ATC Contact: Anne Alter
Vice President of Finance, Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Announces Planned Senior Subordinated Note Offering

Boston, Massachusetts—November 3, 2003—American Tower Corporation (NYSE: AMT) today announced that it is seeking to issue approximately \$350.0 million of senior subordinated notes due 2011 of American Towers, Inc., its wholly owned subsidiary, in an institutional private placement. The company expects to use the net proceeds to repay indebtedness under its credit facilities and is currently seeking an amendment to its credit facilities to permit the issuance of the notes. Subject to market conditions, the closing of the offering is expected to be in mid-November, and is contingent on the consent of the lenders under the credit facilities.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from registration requirements of the Securities Act and applicable state securities laws.

This press release contains “forward-looking statements” regarding the Company’s ability to complete this private placement, including obtaining the consent of the lenders under the credit facilities. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally for the securities of telecommunications companies and for the Company’s securities in particular.

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ATC Contact: Anne Alter
Vice President of Finance, Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Prices Senior Subordinated Note Offering

Boston, Massachusetts – November 3, 2003 – American Tower Corporation (NYSE: AMT) today announced that American Towers, Inc., its wholly owned subsidiary, has agreed to sell \$400.0 million principal amount of 7.25% senior subordinated notes due 2011 in an institutional private placement, as previously announced. The notes were priced at par and the aggregate net proceeds to the Company are expected to be approximately \$389.3 million. The company intends to use the net proceeds to repay indebtedness under its credit facilities and is currently seeking an amendment to its credit facilities to permit the issuance of the notes. The closing is expected to occur on or about November 18, 2003 and is subject to the consent of the lenders under the credit facilities and customary closing conditions.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from registration requirements of the Securities Act and applicable state securities laws.

This press release contains “forward-looking statements” regarding the company’s ability to complete this private placement, including obtaining the consent of the lenders under the credit facilities. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally, for the securities of telecommunications companies and for the company’s securities in particular.

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