

/-----/
/ OMB APPROVAL /
/-----/
/ OMB Number: 3235-0287 /
/ Expires: January 31, 2005 /
/ Estimated average burden /
/ hours per response 0.5 /
/-----/

+-----+
| FORM 4 |
+-----+

U.S. SECURITIES AND EXCHANGE COMMISSION
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, Section 17(a) of the
Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Dodge Steven B.

(Last) (First) (Middle)

116 Huntington Avenue

(Street)

Boston Massachusetts 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Tower Corporation (NYSE: AMT)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

May 2002

5. If Amendment, Date of Original (Month/Year)

May 17, 2002 (1)

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

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

Chief Executive Officer and Chairman

7. Individual or Joint/Group Filing (Check applicable line)

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) | 3. Transaction Code (Instr. 8) Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) | Price | 5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--|-------|---|--|-----------------------------------|
| Class A Common Stock | 5/3/02 | P | 100 | A | \$4.82 | | |
| Class A Common Stock | 5/3/02 | P | 9,900 | A | \$4.83 | | |
| Class A Common Stock | 5/3/02 | P | 10,000 | A | \$4.85 | | |
| Class A Common Stock | 5/3/02 | P | 10,000 | A | \$4.90 | | |
| Class A Common Stock | 5/3/02 | P | 1,400 | A | \$4.94 | | |
| Class A Common Stock | 5/3/02 | P | 8,600 | A | \$4.99 | | |
| Class A Common Stock | 5/3/02 | P | 5,200 | A | \$5.00 | | |
| Class A Common Stock | 5/3/02 | P | 4,800 | A | \$5.03 | | |
| Class A Common Stock | 5/6/02 | P | 2,200 | A | \$4.84 | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Bene- ficial Ownership (Instr. 4) |
|------------------------------------|---|---|---|------------|--------|--|--|---|
| | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 5/6/02 | P | 5,400 | A | \$4.85 | | | |
| Class A Common Stock | 5/6/02 | P | 1,000 | A | \$4.86 | | | |
| Class A Common Stock | 5/6/02 | P | 2,200 | A | \$4.87 | | | |
| Class A Common Stock | 5/6/02 | P | 1,400 | A | \$4.88 | | | |
| Class A Common Stock | 5/6/02 | P | 8,900 | A | \$4.90 | | | |
| Class A Common Stock | 5/6/02 | P | 1,000 | A | \$4.91 | | | |
| Class A Common Stock | 5/6/02 | P | 2,000 | A | \$4.92 | | | |
| Class A Common Stock | 5/6/02 | P | 900 | A | \$4.95 | | | |
| Class A Common Stock | 5/7/02 | P | 100 | A | \$4.53 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.54 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.55 | | | |
| Class A Common Stock | 5/7/02 | P | 3,900 | A | \$4.56 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.59 | | | |
| Class A Common Stock | 5/7/02 | P | 100 | A | \$4.60 | | | |
| Class A Common Stock | 5/7/02 | P | 2,900 | A | \$4.64 | | | |
| Class A Common Stock | 5/7/02 | P | 3,000 | A | \$4.65 | | | |
| Class A Common Stock | 5/7/02 | P | 2,000 | A | \$4.66 | | | |
| Class A Common Stock | 5/7/02 | P | 2,000 | A | \$4.69 | | | |
| Class A Common Stock | 5/7/02 | P | 1,200 | A | \$4.70 | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---|------------|--------|---|--|---|
| | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 5/7/02 | P | 1,400 | A | \$4.74 | | | |
| Class A Common Stock | 5/7/02 | P | 2,400 | A | \$4.75 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.80 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.85 | | | |
| Class A Common Stock | 5/7/02 | P | 1,000 | A | \$4.90 | | | |
| Class A Common Stock | 5/17/02 | P | 1,100 | A | \$3.85 | | | |
| Class A Common Stock | 5/17/02 | P | 900 | A | \$3.86 | | | |
| Class A Common Stock | 5/17/02 | P | 1,600 | A | \$3.89 | | | |
| Class A Common Stock | 5/17/02 | P | 14,400 | A | \$3.90 | | | |
| Class A Common Stock | 5/17/02 | P | 5,000 | A | \$3.91 | | | |
| Class A Common Stock | 5/17/02 | P | 8,000 | A | \$3.92 | | | |
| Class A Common Stock | 5/17/02 | P | 5,000 | A | \$3.93 | | | |
| Class A Common Stock | 5/17/02 | P | 1,000 | A | \$3.94 | | | |
| Class A Common Stock | 5/17/02 | P | 6,000 | A | \$3.95 | | | |
| Class A Common Stock | 5/17/02 | P | 2,000 | A | \$3.97 | | | |
| Class A Common Stock | 5/17/02 | P | 3,000 | A | \$3.98 | | | |
| Class A Common Stock | 5/17/02 | P | 2,000 | A | \$4.00 | | | |
| Class A Common Stock | 5/23/02 | P | 2,000 | A | \$3.90 | | | |
| Class A Common Stock | 5/23/02 | P | 2,000 | A | \$3.92 | | | |
| Class A Common Stock | 5/23/02 | P | 3,000 | A | \$3.93 | | | |
| Class A Common Stock | 5/23/02 | P | 1,000 | A | \$3.94 | | | |
| Class A Common Stock | 5/23/02 | P | 7,000 | A | \$3.95 | | | |
| Class A Common Stock | 5/23/02 | P | 3,000 | A | \$3.97 | | | |
| Class A Common Stock | 5/23/02 | P | 7,000 | A | \$3.98 | | | |
| Class A Common Stock | 5/23/02 | P | 7,500 | A | \$3.99 | | | |
| Class A Common Stock | 5/23/02 | P | 8,500 | A | \$4.00 | | | |
| Class A Common Stock | 5/23/02 | P | 1,000 | A | \$4.03 | | | |
| Class A Common Stock | 5/23/02 | P | 2,000 | A | \$4.04 | | | |
| Class A Common Stock | 5/23/02 | P | 4,000 | A | \$4.05 | | | |

| | | | | | | |
|-------------------------|---------|---|-------|---|--------|----------------------------|
| Class A Common Stock | 5/23/02 | P | 1,000 | A | \$4.09 | |
| Class A Common Stock | 5/23/02 | P | 1,000 | A | \$4.10 | 899,530 (2) D |
| | | | | | | 37,227 (2) I By Trusts (3) |
| | | | | | | 5,000 (2) I By Spouse (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If this form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 1474 (3-99)

FORM 4 (continued)

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) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | |
|--|--|--------------------------------------|--------------------------------|---|---|-----|
| | | | Code | V | (A) | (D) |
| ----- | | | | | | |
| ----- | | | | | | |
| ----- | | | | | | |
| ----- | | | | | | |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) -- continued

| 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) of Indirect (I) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
|--|---|--|---|---|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| ----- | | | | | |
| ----- | | | | | |
| ----- | | | | | |
| ----- | | | | | |

Explanation of Responses:

- (1) This Amendment is being filed to amend the Form 4 as originally filed on May 17, 2002 to report additional purchases occurring after May 17, 2002. Specifically, on May 23, 2002, Mr. Dodge purchased an aggregate of 50,000 shares of Class A Common Stock on the open market. These shares are in addition to the 150,000 shares of Class A Common Stock purchased by Mr. Dodge over the period May 3-17, 2002, which were previously reported on the original filing of this Form 4 on May 17, 2002.
- (2) The information set forth in column 5, "Amount of Securities Beneficially Owned at End of Month" includes information, as of May 31, 2002, only with respect to Mr. Dodge's beneficial ownership of Class A Common Stock. It does not include information about Mr. Dodge's beneficial ownership of shares of Class B Common Stock (which are convertible into Class A Common Stock on a one-for-one basis) and stock options to purchase Class A and Class B Common Stock because Mr. Dodge had no reportable transactions in these other classes of securities during the period for which this report is filed.
- (3) Mr. Dodge disclaims any beneficial ownership in shares owned by the trusts or his spouse.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Steven B. Dodge June 6, 2002

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.