

☐ 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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CLARK STEPHEN H /NC/</u> (Last) (First) (Middle) <u>116 HUNTINGTON AVE</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN TOWER CORP /MA/ [AMT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2005</u>	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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	09/12/2005		M ⁽¹⁾		402,187	A	\$4.18	402,187	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		19,900	D	\$24.46	382,287	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		36,187	D	\$24.5	346,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,600	D	\$24.51	344,500	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,500	D	\$24.52	343,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		800	D	\$24.53	342,200	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		13,600	D	\$24.54	328,600	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		24,800	D	\$24.55	303,800	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		9,700	D	\$24.56	294,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		23,000	D	\$24.57	271,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		9,000	D	\$24.58	262,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		8,300	D	\$24.59	253,800	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		41,300	D	\$24.6	212,500	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,400	D	\$24.61	211,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		8,000	D	\$24.62	203,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,200	D	\$24.63	201,900	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		6,800	D	\$24.64	195,100	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		11,800	D	\$24.65	183,300	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,000	D	\$24.67	182,300	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		3,300	D	\$24.68	179,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,000	D	\$24.69	178,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		31,300	D	\$24.7	146,700	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		11,700	D	\$24.71	135,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		4,000	D	\$24.73	131,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,000	D	\$24.74	130,000	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		1,100	D	\$24.76	128,900	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		4,000	D	\$24.77	124,900	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		700	D	\$24.78	124,200	D	
Class A Common Stock	09/12/2005		S ⁽¹⁾		4,200	D	\$24.79	120,000	D	
Class A Common Stock	09/13/2005		S ⁽¹⁾		3,700	D	\$24.82	116,300	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 ⁽²⁾	\$4.18	09/12/2005		M ⁽¹⁾			402,187	⁽²⁾	03/12/2013	Class A Common Stock	402,187	\$0	1,686,696	D	

Explanation of Responses:

1. The option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2003, as amended August 4, 2005.

2. This option was originally granted on March 12, 2003 to the reporting person by SpectraSite, Inc. ("SpectraSite"). Pursuant to the Agreement and Plan of Merger, dated May 3, 2005, by and among American Tower Corporation (the "Company"), Asteroid Merger Sub, LLC, and SpectraSite, all options to purchase SpectraSite common stock were automatically converted into options to purchase 3,575 shares of the Company's Class A Common Stock in the merger. Upon the closing of the merger on August 8, 2005, all unvested portions of this option became exercisable in full.

Remarks:

This is the first of two (1 of 2) Forms 4 being filed by the reporting person on the same date (09/14/05).

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

09/14/2005

** 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.

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