

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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| 1. Name and Address of Reporting Person*<br><u>CLARK STEPHEN H /NC/</u><br><br>(Last) (First) (Middle)<br><u>116 HUNTINGTON AVENUE</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>AMERICAN TOWER CORP /MA/ [ AMT ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/19/2005</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director 10% Owner</div> <div>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</div> <div>Former Director</div><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> |
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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            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$24.96 | 283,000   | D  |   |
| Class A Common Stock            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 35,000  | D          | \$25    | 248,000   | D  |   |
| Class A Common Stock            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 16,300  | D          | \$25.01 | 231,700   | D  |   |
| Class A Common Stock            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 23,000  | D          | \$25.02 | 208,700   | D  |   |
| Class A Common Stock            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$25.03 | 208,500   | D  |   |
| Class A Common Stock            | 09/19/2005                           |  | S <sup>(1)</sup>               |   | 10,000  | D          | \$25.04 | 198,500   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 5,000   | D          | \$24    | 193,500   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 5,100   | D          | \$24.01 | 188,400   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 1,000   | D          | \$24.02 | 187,400   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 7,800   | D          | \$24.03 | 179,600   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 11,100  | D          | \$24.04 | 168,500   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 4,400   | D          | \$24.05 | 164,100   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 3,400   | D          | \$24.06 | 160,700   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 6,300   | D          | \$24.07 | 154,400   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 8,900   | D          | \$24.08 | 145,500   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 12,100  | D          | \$24.09 | 133,400   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 26,800  | D          | \$24.1  | 106,600   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 3,800   | D          | \$24.11 | 102,800   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 2,300   | D          | \$24.12 | 100,500   | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 2,300   | D          | \$24.13 | 98,200  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 600   | D          | \$24.14 | 97,600  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 1,300   | D          | \$24.15 | 96,300  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 600   | D          | \$24.16 | 95,700  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 2,800   | D          | \$24.17 | 92,900  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 4,100   | D          | \$24.18 | 88,800  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 1,900   | D          | \$24.19 | 86,900  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 600   | D          | \$24.2  | 86,300  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 3,000   | D          | \$24.21 | 83,300  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 400   | D          | \$24.27 | 82,900  | D  |   |
| Class A Common Stock            | 09/20/2005                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$24.28 | 82,800  | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |  |   |                                      |   |   |     |  |                    |   |  |   |  |   |  |
|---|--|--|---|--------------------------------------|---|---|-----|--|--------------------|---|--|---|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4. Transaction<br>Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                                 | V | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |   |  |

**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.

## Remarks:

The reporting person resigned as a director of the Company effective September 20, 2005. As a result of the foregoing, the reporting person is no longer subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended. This is the second of three (2 of 3) Forms 4 being filed by the reporting person on the same date (9/21/05).

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

09/21/2005

\*\* 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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