FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

2. Issuer Name and Ticker or Trading Symbol AMERICAN TOWER CORP /MA/ [AMT] [Last) (First) (Middle) 116 HUNTINGTON AVE 2. Issuer Name and Ticker or Trading Symbol AMERICAN TOWER CORP /MA/ [AMT] 3. Date of Earliest Transaction (Month/Day/Year) 09/02/2004 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) BOSTON MA 02116 (City) (State) (Zip) 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Pres., American Tower Int'l 4. If Amendment, Date of Original Filed (Month/Day/Year) Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Last) (First) (Middle) 116 HUNTINGTON AVE 3. Date of Earliest Transaction (Month/Day/Year) 09/02/2004 4. If Amendment, Date of Original Filed (Month/Day/Year) BOSTON MA 02116 CStreet) BOSTON MA 02116 CSTOR MA 02116 A below) below) Pres., American Tower Int'l 4. If Amendment, Date of Original Filed (Month/Day/Year) X Form filed by One Reporting Person Form filed by More than One Reporting Person		ů ,	(Check all applicable) Director 10% Owner Officer (give title Check (appeal))
(Street) BOSTON MA 02116 X Form filed by One Reporting Person Form filed by More than One Reporting Person		` , ,	below) below)
	BOSTON MA 02116	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Form filed by One Reporting Person Form filed by More than One Reporting

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	09/02/2004		S		19,500	D	\$14.99	2,597,499	D	
Class A Common Stock	09/02/2004		S		99,200	D	\$15	2,498,299	D	
Class A Common Stock	09/02/2004		S		10,700	D	\$15.01	2,487,599	D	
Class A Common Stock	09/02/2004		S		4,700	D	\$15.03	2,482,899	D	
Class A Common Stock	09/02/2004		S		5,300	D	\$15.04	2,477,599	D	
Class A Common Stock	09/02/2004		S		10,600	D	\$15.05	2,466,999	D	
Class A Common Stock	09/03/2004		S		1,100	D	\$14.95	2,465,899	D	
Class A Common Stock	09/03/2004		S		200	D	\$14.96	2,465,699	D	
Class A Common Stock	09/03/2004		S		8,600	D	\$14.97	2,457,099	D	
Class A Common Stock	09/03/2004		S		1,200	D	\$14.98	2,455,899	D	
Class A Common Stock	09/07/2004		S		19,900	D	\$14.9	2,435,999	D	
Class A Common Stock	09/07/2004		S		5,100	D	\$14.91	2,430,899	D	
Class A Common Stock	09/07/2004		S		5,000	D	\$14.92	2,425,899	D	
Class A Common Stock	09/07/2004		S		5,000	D	\$14.93	2,420,899	D	
Class A Common Stock	09/07/2004		S		2,500	D	\$14.97	2,418,399	D	
Class A Common Stock	09/07/2004		S		9,800	D	\$14.98	2,408,599	D	
Class A Common Stock	09/07/2004		S		5,400	D	\$14.99	2,403,199	D	
Class A Common Stock	09/07/2004		S		30,500	D	\$15	2,372,699	D	
Class A Common Stock	09/07/2004		S		10,100	D	\$15.01	2,362,599	D	
Class A Common Stock	09/07/2004		S		500	D	\$15.02	2,362,099	D	
Class A Common Stock	09/07/2004		S		8,000	D	\$15.03	2,354,099	D	
Class A Common Stock	09/07/2004		S		23,200	D	\$15.05	2,330,899	D	
Class A Common Stock	09/07/2004		S		9,700	D	\$15.07	2,321,199	D	
Class A Common Stock	09/07/2004		S		26,100	D	\$15.08	2,295,099	D	
Class A Common Stock	09/07/2004		S		10,200	D	\$15.09	2,284,899	D	
Class A Common Stock	09/07/2004		S		25,100	D	\$15.1	2,259,799	D ⁽¹⁾	
Class A Common Stock								452	I	By Partnershi

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) 1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security 2. Conversion or Exercise Price of	3. Transaction Ta Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	JA. Deemed Execution Date, if any (e.g., p (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa	action	teesur Of Secur Acqui (A) or Dispo of (D) Of (D) Defive and or	rities ired sed mber	if Characters in Expiration Da CADHOLDS / 16 6. Date Exerc Expiration Da (Month/Day/Y	isable and	Underl Deriva	ying tive ty (Instr. 3 and nt of ties	8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Benotice of Tails and the security of the security of the securities Beneficially	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4) 11. Nature of Indirect Beneficial Ownership
(areas s)	Derivative Security			Code	v	Acqui (A) or Dispo of (D) (Instr. and 5	red sed	Date Exercisable	Expiration Date		five Vinstr. 3	(Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
1. Prior to Se		ı 4, Mr. Gearon's direc	et holdings consisted o						k. Previously,	some of	Amount tlogse shares Number	had been rep	orted as being hel	d by an affilia	ted

Remarks:

<u>J. Michael Gearon, Jr.</u> 09/07/2004

** 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.