

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>GEARON J MICHAEL JR</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>  3. Date of Earliest Transaction (Month/Day/Year) <u>09/02/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., American Tower Int'l</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	09/02/2004		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 <sup>(1)</sup>	
Class A Common Stock								452	I	By Partnership <sup>(2)</sup>

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

Remarks:

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).

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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