

☐ 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                                 |           |
|----------------------------------------------|-----------|
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|                                                                     |                                                                                        |                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>SINGER BRADLEY E</u> | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN TOWER CORP /MA/ [ AMT ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br/><u>CFO and Treasurer</u></div> |
| (Last) (First) (Middle)<br><u>116 HUNTINGTON AVENUE</u>             | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/04/2004</u>                  |                                                                                                                                                                                                                                          |
| (Street)<br><u>BOSTON MA 02116</u>                                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 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>                                 |
| (City) (State) (Zip)                                                |                                                                                        |                                                                                                                                                                                                                                          |

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            | 03/04/2004                           |                                                    | M                              |   | 62,497                                                            | A          | \$3.04   | 67,497                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 03/04/2004                           |                                                    | S                              |   | 62,497                                                            | D          | \$11.727 | 5,000                                                                                         | D                                                        |                                                       |
| Class A Common Stock            | 03/04/2004                           |                                                    | M                              |   | 22,503                                                            | A          | \$5.91   | 27,503                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 03/04/2004                           |                                                    | S                              |   | 22,503                                                            | D          | \$12.003 | 5,000                                                                                         | D                                                        |                                                       |
| Class A Common Stock            | 03/04/2004                           |                                                    | M                              |   | 15,000                                                            | A          | \$3.15   | 20,000                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 03/04/2004                           |                                                    | S                              |   | 15,000                                                            | D          | \$11.727 | 5,000                                                                                         | 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    | \$12.11                                                | 03/04/2004                           |                                                    | A                              |   | 75,000                                                                                 |        | (1)                                                      | 03/04/2014      | Class A Common Stock                                                              | 75,000                     | \$0                                        | 75,000                                                                                             | D                                                         |                                                        |
| Option to purchase Class A Common Stock    | \$12.11                                                | 03/04/2004                           |                                                    | A                              |   | 200,000                                                                                |        | (2)                                                      | 03/04/2014      | Class A Common Stock                                                              | 200,000                    | \$0                                        | 200,000                                                                                            | D                                                         |                                                        |
| Option to purchase Class A Common Stock    | \$3.04                                                 | 03/04/2004                           |                                                    | M                              |   |                                                                                        | 62,497 | (3)                                                      | 12/09/2012      | Class A Common Stock                                                              | 62,497                     | \$0                                        | 187,503                                                                                            | D                                                         |                                                        |
| Option to purchase Class A Common Stock    | \$5.91                                                 | 03/04/2004                           |                                                    | M                              |   |                                                                                        | 22,503 | (4)                                                      | 01/18/2012      | Class A Common Stock                                                              | 22,503                     | \$0                                        | 177,497                                                                                            | D                                                         |                                                        |
| Option to purchase Class A Common Stock    | \$3.15                                                 | 03/04/2004                           |                                                    | M                              |   |                                                                                        | 15,000 | (5)                                                      | 06/14/2012      | Class A Common Stock                                                              | 15,000                     | \$0                                        | 45,000                                                                                             | D                                                         |                                                        |

Explanation of Responses:

1. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 4, 2005.
2. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 50% cumulative annual increments beginning March 4, 2005.
3. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning December 9, 2003.
4. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning January 18, 2003.
5. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning June 14, 2003.

Remarks:

William H. Hess, as attorney-in-fact

03/05/2004

\*\* Signature of Reporting Person

Date

\* 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.**