

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERICAN TOWER CORPORATION
(FORMERLY AMERICAN TOWER SYSTEMS CORPORATION)
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	4899 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	65-072383 (I.R.S. EMPLOYER IDENTIFICATION NO.)
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116 HUNTINGTON AVENUE, BOSTON, MASSACHUSETTS 02116
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

STEVEN B. DODGE
AMERICAN TOWER CORPORATION
116 HUNTINGTON AVENUE
BOSTON, MASSACHUSETTS 02116
(617) 375-7500
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:
NORMAN A. BIKALES, ESQ.
SULLIVAN & WORCESTER LLP
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
JOHN T. BOSTELMAN, ESQ.
SULLIVAN & CROMWELL
125 BROAD STREET
NEW YORK, NEW YORK 10004

Approximate date of commencement of proposed sale to the public: immediately

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed pursuant to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration Statement No. 333-52481

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Class A Common Stock, \$.01 par value.....	2,984,272	\$23.50	\$70,130,392	\$20,689

EXPLANATORY STATEMENT

This registration statement is being filed pursuant to Rule 462(b) and General Instruction V of Form S-1. The contents of Registration Statement No. 333-52481 are hereby incorporated by reference.

EXHIBITS

EXHIBIT NO.	DESCRIPTION OF DOCUMENT	EXHIBIT FILE NO.
5	Opinion of Sullivan & Worcester LLP	Filed herewith as Exhibit 5
23.0	Consents of Sullivan & Worcester LLP.....	Contained in the opinion of Sullivan & Worcester LLP filed herewith as part of Exhibit 5
23.1	Independent Auditor's Consents--Deloitte & Touche LLP..	Filed herewith as Exhibit 23.1
23.2	Consent of Pressman Ciocca Smith LLP.....	Filed herewith as Exhibit 23.2
23.3	Consent of Rooney, Ida, Nolt & Ahern.....	Filed herewith as Exhibit 23.3
23.4	Consent of KPMG Peat Marwick LLP.....	Filed herewith as Exhibit 23.4
23.5	Consent of Ernst & Young LLP.....	Filed herewith as Exhibit 23.5
24	Powers of Attorney.....	Incorporated by reference from Exhibit 5 of Registration Statement No. 333-52481

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on the 1st day of July 1998.

AMERICAN TOWER CORPORATION

/s/ Steven B. Dodge*

By: _____
 STEVEN B. DODGE
 CHAIRMAN OF THE BOARD,
 PRESIDENT AND CHIEF EXECUTIVE OFFICER

SIGNATURE

TITLE

DATE

/s/ Steven B. Dodge*

Chairman, President,
 Chief Executive
 Officer and Director

July 1, 1998

 STEVEN B. DODGE

/s/ Joseph L. Winn*

Chief Financial Officer

July 1, 1998

 JOSEPH L. WINN

/s/ Justin D. Benincasa

Vice President and
 Corporate Controller

July 1, 1998

 JUSTIN D. BENINCASA
 *Individually and as
 Attorney-in-Fact

/s/ Alan L. Box*

Executive Vice
 President and Director

July 1, 1998

 ALAN L. BOX

/s/ Arnold L. Chavkin*

Director

July 1, 1998

 ARNOLD L. CHAVKIN

/s/ J. Michael Gearon, Jr.*

Executive Vice
 President and Director

July 1, 1998

 J. MICHAEL GEARON, JR.

/s/ Thomas H. Stoner*

Director

July 1, 1998

 THOMAS H. STONER

/s/ Fred R. Lummis*

Director

July 1, 1998

 FRED R. LUMMIS

/s/ Randall Mays*

Director

July 1, 1998

 RANDALL MAYS

EXHIBIT INDEX

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SULLIVAN & WORCESTER LLP
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
FAX NO. 617-338-2880

IN WASHINGTON, D.C.
1025 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036
(202) 775-8190
FAX NO. 202-293-2275

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
FAX NO. 212-758-2151

July 1, 1998

American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), by American Tower Corporation (formerly American Tower Systems Corporation), a Delaware Corporation ("American Tower"), of 31,736,898 shares (the "Shares") of its Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), 27,861,987 of which Shares (including those of which may be issued pursuant to the over-allotment option contained in the Registration Statement hereinafter referred to) are to be offered by American Tower and 3,874,911 of which Shares are to be offered by the Selling Stockholders (described in the Registration Statement), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "Commission") as Exhibit 5 to American Tower's registration statement on Form S-1 (the "Registration Statement").

We have acted as counsel to American Tower in connection with the preparation of the Registration Statement, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, corporate records, certificates and statements of officers and accountants of American Tower, and of public officials, and such other documents as we have considered relevant and necessary in order to furnish the opinion hereinafter set forth. We express no opinion herein as to any laws other than the General Corporation Law of the State of Delaware.

The authorized capital stock of American Tower consists of 20,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock"), the relative designations, preferences, rights and restrictions of which are to be designated from time to time by the Board of Directors of American Tower, 300,000,000 shares of Class A Common Stock, 50,000,000 shares of Class B Common Stock, par value \$.01 per share, and 10,000,000 shares of Class C Common Stock, par value \$.01 per share (collectively, the "Common Stock").

Based on and subject to the foregoing, we are of the opinion that: (a) the Shares have been duly and validly authorized by American Tower; (b) with respect to the Shares to be

offered by the Selling Stockholders, all necessary actions on the part of American Tower in connection with the issuance of said Shares have been taken and said Shares are validly issued, fully paid and non-assessable; and (c) with respect to the Shares to be offered by American Tower, all necessary actions on the part of American Tower in connection therewith have been taken and, upon delivery to the underwriters against payment therefor in accordance with the terms of the Underwriting Agreement to be entered into among American Tower, the Selling Stockholders, Credit Suisse First Boston Corporation, BT Alex. Brown Incorporated, Lehman Brothers Inc., Morgan Stanley & Co. Incorporated, Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Smith Barney Inc., said Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm therein under the caption "Validity of the Shares." In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or under the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester

SULLIVAN & WORCESTER LLP

INDEPENDENT AUDITORS' CONSENT AND REPORT ON SCHEDULES

To the Board of Directors of
American Tower Corporation

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report dated March 6, 1998 (March 27, 1998 as to the sixth paragraph of Note 1 and the second paragraph of Note 4), appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement, and to the reference to us under the heading "Experts" in such Prospectus.

Our audits of the consolidated financial statements referred to in our aforementioned report also included the financial statement schedules of American Tower Systems Corporation, listed in Item 16 to Registration Statement No. 333-52481. These financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Boston, Massachusetts
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of Diablo Communications, Inc. dated November 4, 1997, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
San Francisco, California
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of Meridian Communications dated October 31, 1997, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Long Beach, California
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of Gearon & Co., Inc. dated February 27, 1998, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Atlanta, Georgia
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of OPM-USA-INC. dated March 2, 1998, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Boston, Massachusetts
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of MicroNet, Inc. and affiliates sold to American Towers Systems, Inc. dated February 26, 1998, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

Pressman Ciocca Smith LLP
Hatboro, Pennsylvania
July 1, 1998

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report on the financial statements of Diablo Communications of Southern California, Inc. dated February 7, 1997 and October 22, 1997 as to note 9 to the financial statements, appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

Rooney, Ida, Nolt & Ahern
Certified Public Accountants

Oakland, California
July 1, 1998

The Board of Directors
American Tower Corporation

We consent to the use of our report dated January 23, 1998, related to the consolidated financial statements of the former American Tower Corporation and Subsidiaries as of December 31, 1997 and 1996 and for each of the years in the three year period ended December 31, 1997, included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated into this Registration Statement. We also consent to the reference to our firm under the heading "Experts" in the Registration Statement.

/s/ KPMG Peat Marwick LLP

Houston, Texas
July 1, 1998

CONSENT OF INDEPENDENT AUDITORS

We consent to the use in this Registration Statement of American Tower Corporation (formerly American Tower Systems Corporation) on Form S-1, filed pursuant to Regulation 462(b), of our report dated January 13, 1998 (except Note 7, as to which the date is January 27, 1998), with respect to the financial statements of Tucson Communications Company appearing in the Prospectus included in Amendment No. 3 to Registration Statement No. 333-52481 of American Tower Corporation on Form S-1, which is incorporated by reference into this Registration Statement.

We also consent to the reference to our firm under the caption "Experts" in such Prospectus.

/s/ Ernst & Young LLP

San Diego, California
June 29, 1998