FORM 4

Class A Common Stock

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09/08/2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

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

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Footnote⁽²⁾

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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 Eychange Act of 1934

msuddion 1(b).						mpany Act of		934	<u> </u>		
1. Name and Address of Reporting Person* <u>CHAVKIN ARNOLD L</u>		. Issuer Name				Symbol ORP /MA/	/[AM	r] (Ch	telationship of Report eck all applicable) X Director	.,	Issuer Owner
(Last) (First) (Middle) JP MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH	0	. Date of Earli 9/08/2003	est Trans	saction (Month	/Day/Year)			Officer (give title below)	e Othe belo	er (specify W)
FLOOR	4	. If Amendme	nt, Date o	of Origin	al File	d (Month/Day	/Year)	6. Ir	ndividual or Joint/Gro	up Filing (Check	Applicable
(Street) NEW YORK NY 10020									•	ne Reporting Pe ore than One Re	
(City) (State) (Zip)											
Table I - No	2. Transaction Date (Month/Day/Ye	2A. Deen	ned n Date,	3. Transa Code (8)	ction	4. Securities Disposed Of 5)	Acquired	(A) or	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	09/08/200	3		S		2,552	D	\$11.24	2,048,803	I	See Footnote ⁽¹⁾
Class A Common Stock	09/08/200	3		S		61	D	\$11.26	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		495	D	\$11.06	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		804	D	\$11.07	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		1,485	D	\$11.08	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		1,671	D	\$11.09	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		1,299	D	\$11.1	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		495	D	\$11.11	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		1,361	D	\$11.12	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		13,309	D	\$11.13	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		24,266	D	\$11.14	332,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		3,343	D	\$11.15	3,329,089	I	See Footnote ⁽²⁾
Class A Common Stock	09/08/200	3		S		9,905	D	\$11.16	3,329,089	I	See Footnote ⁽²⁾

7,491

19,686

21,481

3,158

D

D

D

D

\$11.17

\$11.18

\$11.19

\$11.2

3,329,089

3,329,089

3,329,089

3,329,089

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 are properties) 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	09/08/2003		S		4,581	D	\$11.21	3,329,089	I	See Footnote ⁽²⁾	
Class A Common Stock	09/08/2003		S		4,210	D	\$11.22	3,329,089	I	See Footnote ⁽²⁾	
Class A Common Stock	09/08/2003		s		558	D	\$11.23	3,329,089	I	See Footnote ⁽²⁾	
Class A Common Stock	09/08/2003		S		4,148	D	\$11.24	3,329,089	I	See Footnote ⁽²⁾	

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

(cigi, pato) sailo, martanto, opitorio, solivertable 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. Transa Code (8)	saction e (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/\	ate	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				
Options to purchase Class A Common Stock	\$9.09							(3)	01/02/2007	Class A Common Stock	15,539		15,539	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$10							(3)	01/08/2008	Class A Common Stock	25,000		25,000	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$23.75							12/01/1999	12/01/2008	Class A Common Stock	25,000		25,000	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$30.63							09/21/2000	09/21/2010	Class A Common Stock	15,000		15,000	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$23.8125							11/11/2000	11/11/2009	Class A Common Stock	25,000		25,000	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$5.91							01/18/2002	01/18/2011	Class A Common Stock	5,000		5,000	D ⁽⁴⁾	
Options to purchase Class A Common Stock	\$3.04							(5)	12/09/2012	Class A Common Stock	10,000		10,000	D ⁽⁴⁾	

Explanation of Responses:

- 1. The amounts shown in lines 1 through 20 of Table I and in Table II represent the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is an Executive Vice President of JPMP Capital Corporation, the general partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of JPM BHCA. Mr. Chavkin disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- 2. These shares are owned by J.P. Morgan Partners (23A SBIC), LLC, an affiliate of JPM BHCA. Mr. Chavkin disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- $3.\ Exercisable\ in\ 20\%\ annual\ increments\ beginning\ the\ first\ anniversary\ of\ original\ grant\ date.$
- 4. Stock option grant for non-employee directors issued pursuant to the 1997 American Tower Stock Option Plan. The reporting person is obligated to exercise these options at the request of, and to transfer the shares issued thereunder to, JPM BHCA. The reporting person disclaims beneficial ownership of the options and any shares issuable upon their exercise to the extent such ownership exceeds his pecuniary interest therein
- $5.\ Exercisable\ in\ 25\%\ cumulative\ annual\ increments\ beginning\ December\ 9,\ 2003.$

/s/ Arnold L. Chavkin

09/10/2003

** 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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