

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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

OMB Number: 3235-0362
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1. Name and Address of Reporting Person* <u>GEARON J MICHAEL JR</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN TOWER CORP /MA/ [AMT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Pres., American Tower Int'l</u>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/30/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>116 HUNTINGTON AVE.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOSTON MA 02116</u>								
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,515,779	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,514,559	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,513,339	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,512,119	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,510,899	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,509,679	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,508,459	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	D	\$0	1,507,239	D	
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	A	\$0	1,220	I	By minor child
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	A	\$0	1,220	I	By minor child
Class A Common Stock ⁽¹⁾	12/30/2004		G	1,220	A	\$0	1,220	I	By minor child
Class A Common Stock ⁽¹⁾							452	I	By partnership ⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:
1. This Form 5 is being filed to report Mr. Gearon's gift of an aggregate of 9,760 shares of Class A Common Stock on December 30, 2004.
2. Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

Remarks:

/s/ J. Michael Gearon, Jr. 02/09/2005
** 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.

