

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

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

1. Name and Address of Reporting Person* <u>GEARON J MICHAEL JR</u> (Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</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>11/11/2005</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	11/14/2005		S		11,000	D	\$26.11	529,807	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		46,500	D	\$26.12	483,307	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		1,100	D	\$26.13	482,207	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		19,600	D	\$26.14	462,607	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		18,300	D	\$26.16	444,307	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		4,500	D	\$26.17	439,807	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		19,500	D	\$26.18	420,307	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		37,700	D	\$26.19	382,607	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		14,900	D	\$26.2	367,707	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		3,300	D	\$26.21	364,407	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		400	D	\$26.22	364,007	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		65,000	D	\$26.3	299,007	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		10,000	D	\$26.31	289,007	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		26,500	D	\$26.32	262,507	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		10,000	D	\$26.33	252,507	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		6,400	D	\$26.34	246,107	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		31,000	D	\$26.35	215,107	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		7,500	D	\$26.36	207,607	I	By partnership ⁽¹⁾

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	11/14/2005		S		14,300	D	\$26.37	193,307	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		6,500	D	\$26.38	186,807	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		5,300	D	\$26.39	181,507	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		92,900	D	\$26.4	88,607	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		8,500	D	\$26.41	80,107	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		10,100	D	\$26.42	70,007	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		27,800	D	\$26.45	42,207	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		4,400	D	\$26.46	37,807	I	By partnership ⁽¹⁾
Class A Common Stock	11/14/2005		S		200	D	\$26.49	37,607	I	By partnership ⁽¹⁾
Class A Common Stock								7,272	I	By minor children
Class A Common Stock								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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares of Class A Common Stock held by JMG Partners L.P.
2. Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

Remarks:

This is the second of two (2 of 2) Forms 4 being filed by the reporting person on the same date (11/15/05).

/s/ Nathaniel B. Sisitsky, as attorney-in-fact
11/15/2005

** 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.

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.