

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

1. Name and Address of Reporting Person* <u>HESS WILLIAM H</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) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel</u></div>
(Last) (First) (Middle) <u>116 HUNTINGTON AVENUE</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2006</u>	
(Street) <u>BOSTON MA 02116</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <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	03/01/2006		M		24,997	A	\$1.55	185,057	D	
Class A Common Stock	03/01/2006		M		25,000	A	\$10.5	210,057	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		22,600	D	\$31.25	187,457	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		900	D	\$31.26	186,557	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		500	D	\$31.27	186,057	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		13,200	D	\$31.3	172,857	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		2,500	D	\$31.31	170,357	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		9,900	D	\$31.32	160,457	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		400	D	\$31.34	160,057	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		15,600	D	\$31.4	144,457	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		3,000	D	\$31.41	141,457	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		5,400	D	\$31.42	136,057	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		3,700	D	\$31.43	132,357	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		700	D	\$31.44	131,657	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		9,700	D	\$31.45	121,957	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		1,100	D	\$31.46	120,857	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		3,200	D	\$31.5	117,657	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		9,600	D	\$31.51	108,057	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		10,800	D	\$31.52	97,257	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		14,683	D	\$31.53	82,574	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		9,400	D	\$31.54	73,174	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		5,900	D	\$31.55	67,274	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		5,700	D	\$31.56	61,574	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		19,100	D	\$31.57	42,474	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		7,000	D	\$31.59	35,474	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		300	D	\$31.63	35,174	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		1,100	D	\$31.65	34,074	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		500	D	\$31.7	33,574	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		400	D	\$31.75	33,174	D	
Class A Common Stock	03/01/2006		S <sup>(1)</sup>		500	D	\$31.77	32,674	D	

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

Table 1 - 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 (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
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)	Code	V	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable	Expiration Date	Underlying Derivative Security (Instr. 3 and 4)	Underlying Amount of Securities (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)		
Option to Purchase Class A Common Stock	\$31.5	03/01/2006		A	V	175,000 (A)	(2)	03/01/2016	Class A Common Stock	175,000 or Shares	\$0	175,000	D			
Option to Purchase Class A Common Stock	\$1.55	03/01/2006		M		24,997	(3)	11/14/2012	Class A Common Stock	24,997	\$0	25,003	D			
Option to Purchase Class A Common Stock	\$10.5	03/01/2006		M		25,000	(4)	11/17/2013	Class A Common Stock	25,000	\$0	50,000	D			

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2004.
2. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 1, 2007.
3. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 14, 2003.
4. This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 17, 2004.

Remarks:

This Form 4 is the first of two being filed to report sales of Class A Common Stock on March 1, 2006 by the reporting person. 1 of 2 Forms 4.

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

03/02/2006

\*\* 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.

LIMITED POWER OF ATTORNEY

FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Bradley E. Singer and Nathaniel B. Sisitsky, signing singly and each acting individually, as the undersigned's true and lawful attorney in fact with full power and authority as hereinafter described to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of American Tower Corporation (the Company), Form ID, Forms 3, 4, and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the Exchange Act);

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form ID, Form 3, 4, or 5, prepare, complete and execute any amendment or amendments thereto, and timely deliver and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney in fact and approves and ratifies any such release of information; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming nor relieving, nor is the Company assuming nor relieving, any of the undersigned's

responsibilities to comply with Section 16 of the Exchange Act.

The undersigned acknowledges that neither the Company nor the foregoing attorneys in fact assume (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of November, 2005.

/s/ William H. Hess