U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[_]	Check box if no longer s may continue. See Instruc		. Form 4 or Fo	rm 5 obligations					
1.	Name and Address of Repor	ting Person*							
Chav	·	Arnold	L						
c/o	Last) J.P. Morgan Partners, LLC Avenue of the Americas-40	(First)			-				
		(Street)			-				
New	York	New York	10020						
	City)	(State)			-				
2.	Issuer Name and Ticker or	Trading Symbol							
Amer	ican Tower Corporation ("A	MT")							
3.	IRS Identification Number	of Reporting Person	, if an Entity	(Voluntary)					
4.	Statement for Month/Year								
Febr	uary 2001								
5.	If Amendment, Date of Ori	ginal (Month/Year)							
==== 6.	Relationship of Reporting (Check all applicable)	Person to Issuer	=======	=========					
	[X] Director [_] Officer (give title	[_] below) [_]	10% Owner Other (speci	fy below)					
7.	Individual or Joint/Group	Filing (Check appli	cable line)						
	[X] Form filed by one Re [_] Form filed by more t	porting Person han one Reporting Pe	rson						
====		vative Securities Ac r Beneficially Owned							
			3.	4. Securities Acqui Disposed of (D)	red (<i>F</i>	A) or	5. Amount of Securities	6. Owner- ship Form:	7.
		2.	Transaction Code	(Instr. 3, 4 and	l 5) 		Beneficially Owned at End	Direct (D) or	Nature of Indirect
	e of Security str. 3)	Transaction Date (mm/dd/yy)	(Instr. 8) Code V	Amount	(A) or (D)	Price	of Month (Instr. 3 and 4)	(I)	Beneficial Ownership (Instr. 4)
								_	4
	ss A Common Stock	N/A	N/A	N/A	N/A	N/A 	21,719	I 	(FN 1)
	ss A Common Stock	N/A	N/A 	N/A 	N/A	N/A	3,584,960	I 	(FN 2)
Clas	ss A Common Stock	2/20/01	S 	2,016	D	\$32.67 	-0-	I	(FN 3)

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* If the Form is $4(b)(v)$.	filed by	more tha	ın one Re	porting Pe	erson, see	: Instru	ictio	on					
Reminder: Report on owned dir	a separa	te line f indirectl	or each c	lass of sec	curities be	neficial.	ly						
		(Print or	Type Res	ponses)									
(Form 4-07/99)						(1	0ver	r)					
FORM 4 (continued)													
Table II Derivat (e.g., put				sposed of, , convertib			ned						
	=======	======	=======	=======		:======	====	==					
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans-action Code (Instr. 8) Code V	5. Number of Derivative Securitiee Acquired (or Dispose of(D) (Instr. 3, 4 and 5)(A) (D)	S Date (A) Exercised Expira (Month) Date Exer-	isable an ation Dat n/Day/Yea Expira tion le Date	e (r)	of Unde Securit (Instr.		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr 4)	Nature of In- direct Bene- ficial Owner- ship
Class C Non Voting Common Stock	1 for 1	N/A	N/A N/	A N/A N/A	14) (FI	N 4)		Class A Common Stock	2,267,81	.3 -0-	2,267,813	I	(FN 1)
Option to Purchase Class A Common Stock	\$30.63	N/A	N/A N/	A N/A N/	/A 9/21/	′00 9/21	./10	Class A	15 000	0	15,000	D	(FN E)
								Stock 	15,000	-0- 	15,000	D	(FN 5)
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Explanation of Responses:

- (1) The amounts shown in line 1 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, as successor in interest to Chase Manhattan Capital, LLC, an affiliate of JPM BHCA. Mr. Chavkin disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) These shares are owned by JPMorgan H&Q. Mr. Chavkin, an Executive Vice President of JPMP Capital Corporation, the common parent of JPMorgan H&Q and JPM BHCA, disclaims beneficial ownership of such securities.
- (4) Each share of Class C Common Stock is convertible into one share of Class A Common Stock at the option of the holder upon the occurrence of certain

events.

(5) 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.

/s/ Arnold L. Chavkin	3/9/2001
Arnold I Chaykin	Dato

Arnold L. Chavkin

Date

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 provided is insufficient, see Instruction 6 for procedure.