

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERICAN TOWER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

65-0723837
(I.R.S. Employer
Identification No.)

116 Huntington Avenue, Boston, Massachusetts 02116
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

STEVEN B. DODGE
American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116
(617) 375-7500

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:
NORMAN A. BIKALES, ESQ.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109
(617) 338-2800

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of this registration statement as determined in
light of market conditions and other factors.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the box.

If any of the securities being registered on this form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box.

AMERICAN TOWER CORPORATION
REGISTRATION STATEMENT ON FORM S-3

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following expenses are the estimated expenses of the issuance
and distribution of the securities (other than underwriting
discounts and commissions) being registered, all of which will be
paid by American Tower:

Securities and Exchange Commission fee.....	\$	166,818
New York Stock Exchange listing fee.....		1,500
Accountants' fees and expenses.....		300,000
Legal fees and expenses.....		300,000
Miscellaneous.....		231,682

The foregoing, except for the SEC and NYSE fees, are estimated.

Item 15. Indemnification of Directors and Officers.

Section 145 of the DGCL provides, in effect, that any person made a party to any action by reason of the fact that he is or was a director, officer, employee or agent of ATC may and, in certain cases, must be indemnified by ATC against, in the case of a non-derivative action, judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees), if in either type of action he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of ATC and, in a non-derivative action, which involves a criminal proceeding, in which such person had no reasonable cause to believe his conduct was unlawful. This indemnification does not apply, in a derivative action, to matters as to which it is adjudged that the director, officer, employee or agent is liable to ATC, unless upon court order it is determined that, despite such adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for expenses.

Article XII of ATC's By-Laws provides that ATC shall indemnify each person who is or was an officer or director of ATC to the fullest extent permitted by Section 145 of the DGCL.

Article Sixth of ATC's Restated Certificate states that no director of ATC shall be personally liable to ATC or its stockholders for monetary damages for breach of fiduciary duty as a director, except for (i) breach of the director's duty of loyalty to ATC or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) liability under Section 174 of the DGCL relating to certain unlawful dividends and stock repurchases, or (iv) any transaction from which the director derived an improper personal benefit.

Item 16. Exhibits.

Listed below are the exhibits which are filed as part of this Registration Statement on Form S-3 (according to the number assigned to them in Item 601 of Regulation S-K). Each exhibit marked by a (*) is incorporated by reference to the initial filing of this Registration Statement on Form S-3 (File No. 333-89345) on October 20, 1999.

Exhibit No.	Description of Document	Exhibit File No.
4.1	Indenture, by and between the Company and The Bank of New York as Trustee, for the 6.25% Notes, dated as of October 4, 1999, including form of 6.25% Note	(*4.1)
4.2	Indenture by and between the Company and The Bank of New York as Trustee, for the 2.25% Notes, dated as of October 4, 1999, including the form of 2.25% Note.	(*4.2)
4.3	Form of 6.25% Note (included in Exhibit 4.1)	Filed as part of Exhibit 4.1(*)
4.4	Form of 2.25% Note (included in Exhibit 4.2)	Filed as part of Exhibit 4.2(*)
4.5	Registration Rights Agreement, by and between the Company and the Initial Purchasers named therein, dated as of October 4, 1999	(*4.5)
5	Opinion of Sullivan & Worcester LLP	Filed herewith as Exhibit 5
8	Tax Opinion of Sullivan & Worcester LLP	Filed herewith as Exhibit 8
12	Statement Regarding Computation of Ratios of Earnings to Fixed Charges	(*12)
23	Consent of Sullivan & Worcester LLP	Contained in the opinion of Sullivan & Worcester LLP filed herewith as part of Exhibits 5 and 8
23.1	Independent Auditors' Consent--Deloitte & Touche LLP	(*23.1)
23.2	Consent of KPMG LLP	(*23.2)
23.3	Consent of KPMG LLP	(*23.3)
23.4	Consent of Ernst & Young LLP	(*23.4)
23.5	Consent of Ernst & Young LLP	(*23.5)
23.6	Consent of KPMG LLP	(*23.6)
23.7	Consent of Arthur Andersen LLP	(*23.7)
23.8	Consent of KPMG LLP	(*23.8)
24	Power of Attorney	Filed as page II-4 of the Registration Statement(*)
25	Statement of Eligibility of Trustee on Form T-1	(*25)

Item 17. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 if, in the

aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in this registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referred to in Item 15 of this registration statement, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes:

(1) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

(2) That for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of Prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of Prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was effective.

(3) That for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of Prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on the first day of November, 1999.

AMERICAN TOWER CORPORATION

By: *
 Steven B. Dodge
 Chairman of the Board, President
 and Chief Executive Officer

Signature	Title	Date
* Steven B. Dodge	Chairman, President, Chief Executive Officer and Director	November 1, 1999
* Joseph L. Winn	Chief Financial Officer and Treasurer	November 1, 1999
/s/ Justin D. Benincasa* Justin D. Benincasa	Vice President and Corporate Controller	November 1, 1999
* Alan L. Box	Executive Vice President and Director	November 1, 1999
* Arnold L. Chavkin	Director	November 1, 1999
* Dean H. Eisner	Director	November 1, 1999
* Jack D. Furst	Director	November 1, 1999
* J.Michael Gearon, Jr.	Executive Vice President and Director	November 1, 1999
* Fred R. Lummis	Director	November 1, 1999
* Randall Mays	Director	November 1, 1999

*
Thomas H. Stoner

Director

November 1, 1999

*
Maggie Wilderotter

Director

November 1, 1999

*By: /s/ Justin D. Benincasa
Justin D. Benincasa
Attorney-in-Fact

EXHIBIT INDEX

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25	Statement of Eligibility of Trustee on Form T-1	(*25)

November 1, 1999

American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), by American Tower Corporation, a Delaware corporation ("American Tower") of (i) \$300,000,000 aggregate principal amount of American Tower's 6.25% Convertible Notes due 2009 (the "Standard Notes"), (ii) \$425,500,000 aggregate principal amount of American Tower's 2.25% Convertible Notes due 2009 (the "Discount Notes", and collectively with the Standard Notes, the "Notes"), and (iii) 24,797,690 shares of Class A Common Stock, par value \$.01 per share, issuable upon conversion of such Notes (the "Class A Common Stock"), of American Tower initially issuable upon conversion of the Notes plus such indeterminate amount of shares of Class A Common Stock as may become issuable upon conversion of the Notes as a result of adjustments to the conversion price (the "Shares"), to be offered by the selling securityholders (as described in the Registration Statement), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "Commission") as Exhibit 5 to American Tower's registration statement on Form S-3 (the "Registration Statement").

We have acted as counsel to American Tower in connection with the preparation of the (i) Registration Statement, (ii) the Indenture, dated as of October 4, 1999, for the Standard Notes between American Tower and The Bank of New York, as trustee (the "Standard Indenture"), (iii) the Indenture, dated as of October 4, 1999, for the Discount Notes between American Tower and The Bank of New York, as trustee (the "Discount Indenture", and collectively with the Standard Indenture, the "Indentures"), and (iv) the Registration Rights Agreement, dated as of October 4, 1999, between American Tower and Credit Suisse First Boston Corporation, Deutsche Bank Securities Inc., Lehman Brothers Inc., Morgan Stanley & Co. Incorporated, Banc of America Securities LLC, Bear, Stearns & Co. Inc., Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Salomon Smith Barney Inc., and we have examined originals or copies, certified or otherwise identified to our satisfaction, of corporate records, certificates and statements of officers and accountants of American Tower, and of public officials, and such other documents as we have considered relevant and necessary in order to furnish the opinion hereinafter set forth. We express no opinion herein as to any laws other than the General Corporation Law of the State of Delaware.

The authorized capital stock of American Tower consists of 20,000,000 shares of preferred stock, par value \$.01 per share, the relative designations, preferences, rights and restrictions of which are to be designated from time to time by the Board of Directors of American Tower, 500,000,000 shares of Class A Common Stock, 50,000,000 shares of Class B Common Stock, par value \$.01 per share, and 10,000,000 shares of Class C Common Stock, par value \$.01 per share.

Based on and subject to the foregoing, we are of the opinion that (i) the Notes have been duly authorized and are validly issued and represent binding obligations of American Tower, and (ii) the Shares, when issued in accordance with the terms of the Notes and the Indentures, will be duly authorized, validly issued, fully paid and non-assessable by American Tower.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm therein under the caption "Legal Matters." In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or under the Rules and Regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester LLP
Sullivan & Worcester LLP

November 1, 1999

American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116

Ladies and Gentlemen:

The following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "SEC") as Exhibit 8 to the registration statement on Form S-3, File No. 333- 89345 (the "Registration Statement"), to be filed by American Tower Corporation ("American Tower") under the Securities Act of 1933, as amended (the "Securities Act").

We have acted as counsel for American Tower in connection with the preparation of the Registration Statement, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, corporate records, certificates and statements of officers and accountants of American Tower and of public officials, and such other documents as we have considered relevant and necessary in order to furnish the opinion hereinafter set forth. With respect to all questions of fact on which the opinion set forth below is based, we have assumed the accuracy and completeness of and have relied on the information set forth in the Registration Statement, and in the documents incorporated therein by reference, and on representations made to us by the officers of American Tower. We have not independently verified such information.

The opinion set forth below is based upon the Internal Revenue Code of 1986, as amended, the Treasury Regulations issued thereunder, published administrative interpretations thereof, and judicial decisions with respect thereto, all as of the date hereof (collectively, the "Tax Laws"). No assurance can be given that the Tax Laws will not change. In preparing the discussions with respect to Tax Laws matters in the section of the Registration Statement captioned "Certain Federal Income Tax Consequences," we have made certain assumptions and expressed certain conditions and qualifications therein, all of which assumptions, conditions and qualifications are incorporated herein by reference.

American Tower Corporation
November 1, 1999
Page 2

Based upon and subject to the foregoing, we are of the opinion that the discussion with respect to Tax Laws matters in the section of the Registration Statement captioned "Certain Federal Income Tax Consequences," in all material respects is accurate and fairly summarizes the Tax Laws issues addressed therein.

This opinion is intended solely for the benefit and use of American Tower, and it is not to be used, released, quoted, or relied upon by anyone else for any purpose (other than as required by law) without our prior written consent. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm therein under the caption "Legal Matters." In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or under the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ SULLIVAN & WORCESTER LLP
SULLIVAN & WORCESTER LLP