

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 27, 2004

AMERICAN TOWER CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14195
(Commission File Number)

65-0723837
(IRS Employer
Identification No.)

116 Huntington Avenue
Boston, Massachusetts 02116
(Address of Principal Executive Offices) (Zip Code)

(617) 375-7500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events.

On January 26, 2004, American Tower Corporation (the “Company”) issued a press release announcing a planned institutional private placement of senior notes due 2012. On January 27, 2004, the Company issued a press release announcing the pricing of that offering. In accordance with Rule 135(c) of the Securities Act of 1933, as amended, the Company hereby files copies of these releases as Exhibits 99.1 and 99.2, respectively.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Item</u>
99.1	Press release, dated January 26, 2004.
99.2	Press release, dated January 27, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN TOWER CORPORATION
(Registrant)

Date: January 27, 2004

By: /s/ BRADLEY E. SINGER

Name: Bradley E. Singer

Title: Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release, dated January 26, 2004.
99.2	Press release, dated January 27, 2004.



ATC Contact: Anne Alter
Vice President of Finance, Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Announces Planned Senior Note Offering

Boston, Massachusetts – January 26, 2004—American Tower Corporation (NYSE: AMT) today announced that it is seeking to raise approximately \$225 million through an institutional private placement of senior notes due 2012. In connection with the proposed offering, the company is in the process of amending its credit facilities to, among other things, permit the issuance of the notes. The closing of the offering is expected to occur in early February, subject to market conditions.

The company expects to use the net proceeds of the offering to redeem its outstanding \$212.7 million principal amount of 6.25% convertible notes due 2009. The remaining proceeds will be used to repurchase a portion of its other outstanding notes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes subject to the proposed private placement have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from registration requirements of the Securities Act and applicable state securities laws.

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This press release contains “forward-looking statements” regarding the company’s ability to complete this private placement. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally, for the securities of telecommunications companies and for the company’s notes in particular.



ATC Contact: Anne Alter
Vice President of Finance, Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Prices Senior Notes Offering

Boston, Massachusetts—January 27, 2004—American Tower Corporation (NYSE: AMT) today announced that it has agreed to sell \$225.0 million principal amount of 7.50% senior notes due 2012 through an institutional private placement, as previously announced. The notes were priced at par and the aggregate net proceeds to the Company are expected to be approximately \$221.7 million. In connection with the offering, the Company is in the process of amending its credit facilities to, among other things permit the issuance of the notes. The closing is expected in early February and is subject to customary closing conditions.

The Company intends to use the net proceeds to redeem all its outstanding \$212.7 million principal amount of 6.25% convertible notes due 2009. The remaining proceeds will be used to repurchase a portion of its other outstanding notes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the notes.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from registration requirements of the Securities Act and applicable state securities laws.

This press release contains “forward-looking statements” regarding the company’s ability to complete this private placement. These forward-looking statements involve a number of risks and uncertainties. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include uncertainties relating to market conditions for corporate debt securities generally, for the securities of telecommunications companies and for the company’s securities in particular.

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