

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

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 Number)

116 Huntington Avenue, Boston, MA 02116
(Address of Principal Executive Offices)

AMENDED AND RESTATED AMERICAN TOWER SYSTEMS CORPORATION
1997 STOCK OPTION PLAN
(Full Title of the Plan)

Steven B. Dodge
Chairman and Chief Executive Officer
American Tower Corporation
116 Huntington Avenue
Boston, MA 02116
(Name and Address of Agent For Service)

(617) 375-7500
(Telephone Number, Including Area Code, of Agent For Service)

Copy to:
Matthew J. Gardella, Esq.
Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Class A Common Stock, \$.01 par value	3,000,000	\$8.925	\$26,775,000 (1)	\$6,399.23

(1) Pursuant to Rule 416 of the Securities Act, this Registration Statement shall also cover any additional shares of Class A Common Stock which become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) Estimated pursuant to Rule 457 (c) solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Class A Common Stock on the New York Stock Exchange on December 27, 2001.

The prospectus included in this Registration Statement is a combined prospectus which also relates to an aggregate of 24,000,000 shares of Class A Common Stock previously registered under the Company's registration statements on Form S-8 filed on May 6, 1998 (File No. 333-51959) and July 12, 2000 (File No. 333-41224).

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,000,000 shares of Class A Common Stock of American Tower Corporation (the "Company") authorized for issuance under the Amended and Restated American Tower Systems Corporation 1997 Stock Option Plan (the "Plan"). These additional shares have become authorized for issuance, effective September 30, 2001, as a result of the operation of the "evergreen" provision contained in the Plan. This provision provides for annual increases in the shares authorized for issuance under the Plan pursuant to a specified formula.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of two registration statements on Form S-8 (File Nos. 333-51959 and 333-41224) previously filed by the Company with respect to securities offered pursuant to the Plan are hereby incorporated by reference herein, and the opinions and consents listed below are filed herewith.

Exhibits

Exhibit Number	Description
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5.1	Opinion of Hale and Dorr LLP.
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 this 4th day of January, 2002.

AMERICAN TOWER CORPORATION

By: /s/ Steven B. Dodge

Steven B. Dodge
Chairman and
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of American Tower Corporation, hereby severally constitute Steven B. Dodge and Justin D. Benincasa, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable American Tower Corporation to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Steven B. Dodge ----- Steven B. Dodge	Chairman and Chief Executive Officer	January 4, 2002
/s/ Bradley E. Singer ----- Bradley E. Singer	Chief Financial Officer and Treasurer	January 4, 2002

Signature -----	Title -----	Date ----
/s/ Justin D. Benincasa ----- Justin D. Benincasa	Senior Vice President and Corporate Controller	January 4, 2002
/s/ Alan L. Box ----- Alan L. Box	Executive Vice President and Director	January 4, 2002
/s/ Joseph L. Winn ----- Joseph L. Winn	Vice Chairman	January 4, 2002
/s/ Arnold L. Chavkin ----- Arnold L. Chavkin	Director	January 4, 2002
/s/ David W. Garrison ----- David W. Garrison	Director	January 4, 2002
/s/ J. Michael Gearon, Jr. ----- J. Michael Gearon, Jr.	Vice Chairman and Director	January 4, 2002
/s/ Fred R. Lummis ----- Fred R. Lummis	Director	January 4, 2002
/s/ Thomas H. Stoner ----- Thomas H. Stoner	Director	January 4, 2002
/s/ Maggie Wilderotter ----- Maggie Wilderotter	Director	January 4, 2002

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Hale and Dorr LLP
Counsellors at Law
60 State Street, Boston, Massachusetts 02109
617-526-6000 * FAX 617-526-5000

January 4, 2002

American Tower Corporation
116 Huntington Avenue
Boston, MA 02116

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 3,000,000 shares of Class A Common Stock, \$.01 par value per share (the "Shares"), of American Tower Corporation, a Delaware corporation (the "Company"), issuable under the Amended and Restated American Tower Systems Corporation 1997 Stock Option Plan, as amended on May 17, 2001 (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and the Shares, when issued and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Hale and Dorr LLP

Hale and Dorr LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of American Tower Corporation on Form S-8 of our report dated February 27, 2001 (March 26, 2001 as to the first full paragraph in note 6), appearing in the Annual Report on Form 10-K of American Tower Corporation for the year ended December 31, 2000.

Deloitte & Touche LLP

Boston, Massachusetts
January 2, 2002