

FORM 5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction I(b).

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person *
Gearon, J. Michael

(Last) (First) (Middle)

116 Huntington Avenue

(Street)

Boston, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Tower Corporation (AMT)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X

 Director

10%

 Owner

X

 Officer Other

Officer/Other Description President of American Tower International, Inc.; Vice Chairman

7. Individual or Joint/Group Filing (Check Applicable Line)

X

 Individual Filing

Joint/Group Filing

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 (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/18/2002		G (1)	102,696 D		I	By Partnership
Class A Common Stock	12/30/2002		G (1)	378,214 D	1,431,345	I	By Partnership
Class A Common Stock					727,443	D	
Class A Common Stock					40,000	I	By Partnership (separate)

If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 control number.

(over) SEC 2270 (7-02)

Form 5 (continued)

Gearon, J. Michael - December 31, 2002

Table II - 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	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4)	10. Owner-ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
						(DE) (ED)					

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ J. Michael Gearon 02-11-2003

** Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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FOOTNOTE Descriptions for American Tower Corporation (AMT)

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J. Michael Gearon

116 Huntington Avenue

Boston, MA 02116

Explanation of responses:

(1) This report is being filed to report gifts of an aggregate of 480,910 shares of Class A Common Stock by an affiliated entity of the reporting person.