

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
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)	4899 (Primary Standard Industrial Classification Code Number)	65-0723837 (I.R.S. Employer Identification No.)
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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

Copy to:
JOHN T. BOSTELMAN, ESQ.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

Approximate date of commencement of proposed sale to the
public: Immediately.

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, 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, check the following box and
list the Securities Act registration statement number of the earlier effective
registration statement for the same offering. 333-70881

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 this form is a post-effective amendment filed pursuant to Rule 462(d)
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,
check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$.01 par value	3,647,000	\$25.0	\$91,175,000	\$25,347

EXPLANATORY STATEMENT

This registration statement is being filed pursuant to Rule 462(b) and General Instruction V of Form S-1. The contents of Registration Statement No. 333-70881 are hereby incorporated by reference.

Exhibits

Exhibit No. -----	Description of Document -----	Exhibit File No. -----
5	Opinion of Sullivan & Worcester LLP.....	Filed herewith as Exhibit 5
23.0	Consents of Sullivan & Worcester LLP.....	Contained in the opinion of Sullivan & Worcester LLP filed as part of Exhibit 5
23.1	Independent Auditors' Consent--Deloitte & Touche LLP.	Filed herewith as Exhibit 23.1
23.2	Consent of Pressman Ciocca Smith LLP.....	Filed herewith as Exhibit 23.2
23.3	Consent of Rooney, Ida, Nolt & Ahern.....	Filed herewith as Exhibit 23.3
23.4	Consent of Ernst & Young LLP.....	Filed herewith as Exhibit 23.4
23.5	Consent of KPMG LLP	Filed herewith as Exhibit 23.5
23.6	Consent of Bill Mitts, Inc.....	Filed herewith as Exhibit 23.6
23.7	Consent of Arthur Andersen LLP.....	Filed herewith as Exhibit 23.7
23.8	Consent of Gollob, Morgan, Peddy & Co., P.C.....	Filed herewith as Exhibit 23.8
23.9	Consent of KPMG LLP.....	Filed herewith as Exhibit 23.9
23.10	Consent of Ernst & Young LLP.....	Filed herewith as Exhibit 23.10
23.11	Consent of KPMG LLP.....	Filed herewith as Exhibit 23.11
24	Power of Attorney.....	(Filed as page II-7 of the Registration Statement*)
99.1	Consent of Director Nominee, Jack D. Furst.....	(Exhibit 99.1*)
99.2	Consent of Director Nominee, Dean H. Eisner.....	(Exhibit 99.2*)

* These exhibits were previously filed with the Registration Statement No. 333-70881 of American Tower Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 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 3rd day of February, 1999.

AMERICAN TOWER CORPORATION

By: /s/ Steven B. Dodge*

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

Signature -----	Title -----	Date ----
/s/ Steven B. Dodge* <hr/> Steven B. Dodge	Chairman, President, Chief Executive Officer and Director	February 3, 1999
/s/ Joseph L. Winn* <hr/> Joseph L. Winn	Chief Financial Officer and Treasurer	February 3, 1999
/s/ Justin D. Benincasa <hr/> Justin D. Benincasa *Individually and as Attorney-in- Fact	Vice President and Corporate Controller	February 3, 1999
/s/ Alan L. Box* <hr/> Alan L. Box	Executive Vice President and Director	February 3, 1999
/s/ Arnold L. Chavkin* <hr/> Arnold L. Chavkin	Director	February 3, 1999

Signature

Title

Date

/s/ J. Michael Gearon, Jr.*

Executive Vice President and
Director

February 3, 1999

J. Michael Gearon Jr.

/s/ Randall Mays*

Director

February 3, 1999

Randall Mays

/s/ Fred Lummis*

Director

February 3, 1999

Fred Lummis

/s/ Thomas H. Stoner*

Director

February 3, 1999

Thomas H. Stoner

/s/ Maggie Wilderotter*

Director

February 3, 1999

Maggie Wilderotter

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February 3, 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 27,000,000 shares (the "Shares") of its Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), 25,700,000 of which Shares (including those of which may be issued pursuant to the over-allotment option contained in the Registration Statement hereinafter referred to) are to be offered by American Tower and 1,300,000 of which Shares are to be offered by the Selling Stockholders (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-1 (the "Registration Statement").

We have acted as counsel to 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. 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 "Preferred Stock"), 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, 200,000,000 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 (collectively, the "Common Stock").

Based on and subject to the foregoing, we are of the opinion that: (a) the Shares have been duly and validly authorized by American Tower; (b) with respect to the Shares to be offered by the Selling Stockholders, all necessary actions on the part of American Tower in connection with the issuance of said Shares have been taken and said Shares are validly issued, fully paid and non-assessable; and (c) with respect to the Shares to be offered by American Tower, all necessary actions on the part of American Tower in connection therewith have been taken and, upon delivery to the underwriters against payment therefor in accordance with the terms of the Underwriting Agreement to be entered into among American Tower, the Selling Stockholders and Credit Suisse First Boston Corporation, BT Alex. Brown Incorporated, Lehman Brothers Inc., Morgan Stanley & Co. Incorporated, Salomon Smith Barney Inc., Bear, Stearns & Co. Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and NationsBanc Montgomery Securities LLC, said Shares will be validly issued, fully paid and non-assessable.

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 "Validity of the Shares." 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

INDEPENDENT AUDITORS' CONSENT

We consent to the use in this Registration Statement of American Tower Corporation on Form S-1, filed pursuant to Rule 462(b), of the following reports appearing in the Prospectus included in Registration Statement No. 333-70881 of American Tower Corporation on Form S-1, which is incorporated by reference into this Registration Statement:

- (1) Our report dated March 6, 1998 (except for Note 4, as to which the date is March 27, 1998) on the consolidated financial statements of American Tower Systems Corporation and subsidiaries, a wholly owned subsidiary of American Radio Systems Corporation;
- (2) Our report dated October 31, 1997 on the combined financial statements of Meridian Communications;
- (3) Our report dated February 27, 1998 on the financial statements of Gearon & Co., Inc.;
- (4) Our report dated March 2, 1998 on the financial statements of OPM-USA-INC.; and
- (5) Our report dated November 4, 1997 on the financial statements of Diablo Communications, Inc.

We also consent to the incorporation by reference into this Registration Statement of the reference to us under the heading "Experts" in such Prospectus.

Our audits of the financial statements of American Tower Systems Corporation and subsidiaries referred to in our aforementioned report also included the financial statement schedules of American Tower Systems Corporation and subsidiaries. These financial statement schedules are the responsibility of the management of American Tower Systems Corporation and subsidiaries. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

Deloitte & Touche LLP
Boston, Massachusetts
February 3, 1999

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the use of our report and to all references to our Firm incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) from Registration Statement No. 333-70881 of American Tower Corporation.

/s/ Pressman Ciocca Smith LLP

Hatboro, Pennsylvania
February 3, 1999

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference into this Registration Statement of American Tower Corporation on Form S-1 filed pursuant to Rule 462(b) of our report dated February 7, 1997 and October 9, 1997 as to note 9 to the financial statements (relating to the financial statements of Diablo Communications of Southern California, Inc.) appearing in the Prospectus included in Registration Statement No. 333-70881 of American Tower Corporation on Form S-1.

We also consent to the incorporation by reference into this Registration Statement of the reference to us under the headings "Experts" in such Prospectus.

Rooney, Ida, Nolt & Ahern
Certified Public Accountants

Oakland, California
February 3, 1999

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" and to the use of our reports dated March 19, 1998, with respect to the financial statements of TeleCom Towers, L.L.C. at December 31, 1997 and for the three months then ended, and the financial statements of Telecom Southwest Towers Limited Partnership, Telecom Towers Mid-Atlantic Limited Partnership and Telecom Towers of the West, L.P. at December 31, 1997 and for the years then ended incorporated by reference into this Registration Statement filed pursuant to 462(b) from the Registration Statement (Form S-1 No. 333-70881) and related Prospectus of American Tower Corporation.

/s/ Ernst & Young LLP

Vienna, Virginia
February 2, 1999

The Board of Directors
American Tower Corporation

We consent to the use of our report dated January 23, 1998, related to the consolidated financial statements of American Tower Corporation and subsidiaries as of December 31, 1997 and 1996 and for each of the years in the three year period ended December 31, 1997, and the reference to our firm under the heading "Experts" incorporated in this Registration Statement filed pursuant to Rule 462(b) from the Registration Statement No. 333-70881 of American Tower Corporation.

/s/ KPMG LLP

Houston, Texas
February 3, 1999

CONSENT OF BILL MITTS, INC.

I consent to the reference to our firm under the caption "Experts" and to the inclusion of our report dated May 8, 1997 with respect to the statements of earnings, changes in stockholders' equity and cash flows of Novak & Lackey Construction Co., Inc. as of June 30, 1996 incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) from the Registration Statement No. 333-70881 of American Tower Corporation.

/s/ Bill Mitts, Inc.

Oklahoma City, Oklahoma
February 3, 1999

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our firm included in or made a part of this Registration Statement filed pursuant to Rule 462(b) through incorporation by reference to Registration Statement No. 333-70881 of American Tower Corporation.

/s/ Arthur Andersen LLP

Atlanta, Georgia
February 3, 1999

INDEPENDENT AUDITOR'S CONSENT

We consent to the reference to our firm under the caption "Experts" and to the use of our reports with respect to the financial statements of Telecom Southwest Towers Limited Partnership, Telecom Towers Mid-Atlantic Limited Partnership, and Telecom Towers of the West, L.P. incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) from the Registration Statement No. 333-70881 and related Prospectus of American Tower Corporation.

/s/ Gollob, Morgan, Peddy & Co.,
P.C.

By: _____
Gollob, Morgan, Peddy & Co., P.C.

Tyler, Texas
February 3, 1999

ACCOUNTANTS' CONSENT

The Board of Directors
RCC Consultants, Inc.

We consent to the use of our reports and to the reference to our firm under the heading "Experts" incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) from the Registration Statement No. 333-70881 of American Tower Corporation.

/s/ KPMG LLP

Princeton, New Jersey
February 2, 1999

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated September 16, 1998, with respect to the consolidated financial statements of OmniAmerica, Inc. (formerly Specialty Teleconstructors, Inc.) incorporated by reference into this Registration Statement filed by American Tower Corporation pursuant to Rule 462(b) from the Registration Statement (Form S-1 No. 333-70881) and related Prospectus of American Tower Corporation.

/s/ Ernst & Young LLP

Dallas, Texas
February 2, 1999

The Board of Directors
American Tower Corporation:

We consent to the use of our report dated August 29, 1997, related to the consolidated financial statements of OmniAmerica, Inc. and subsidiaries (formerly Specialty Teleconstructors, Inc.) as of June 30, 1997 and for each of the years in the two year period ended June 30, 1997, and to the reference to our firm under the heading "Experts" incorporated by reference into this Registration Statement filed pursuant to Rule 462(b) from the Registration Statement No. 333-70881 of American Tower Corporation.

/s/ KPMG LLP

Albuquerque, New Mexico
February 3, 1999