

<div>FORM 5</div> <div>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction I(b).</div> <div>[ ] Form 3 Holdings Reported</div> <div>[ ] Form 4 Transactions Reported</div>	<div>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</div> <div>Washington, D.C. 20549</div> <div>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</div> <div>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</div>	<div>OMB APPROVAL</div> <div>OMB Number: 3235-0362</div> <div>Expires: January 31, 2005</div> <div>Estimated average burden hours per response: . . . . 0.5</div>
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<div>1. Name and Address of Reporting Person *</div> <div>Box, Alan L.</div> <div>(Last) (First) (Middle)</div> <div>116 Huntington Avenue</div> <div>(Street)</div> <div>Boston, MA 02116</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>American Tower Corporation (AMT)</div> <div>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</div> <div>4. Statement for Month/Day/Year</div> <div>December 31, 2002</div> <div>5. If Amendment, Date of Original (Month/Day/Year)</div>	<div>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>X Director 10% Owner</div> <div>Officer Other</div> <div>Officer/Other Description</div> <div>7. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>X Individual Filing</div> <div>Joint/Group Filing</div>
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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)
				Amount   A/D   Price			

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

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(over) SEC 2270 (7-02)

Box, Alan L. - December 31, 2002

Form 5 (continued)

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. Conver- sion or Exercise Price of Deri- vative 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 Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
						(DE)   (ED)					
Option to Purchase Class A Common Stock	\$5.91	01/18/2002		A	(A) 5,000	01/18/2002   01/18/2012	Class A Common Stock - 5,000		5,000	D	
Option to purchase Class A Common Stock	\$4.20	02/20/2002		A	(A) 20,000	02/20/2002   02/20/2012	Class A Common Stock - 20,000		20,000	D	

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/ Alan L. Box 02-13-2003

\*\* 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.

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