

**UNITED STATES
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): November 29, 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On November 29, 2004, American Tower Corporation (the “Company”) issued a press release announcing a planned institutional private placement of senior notes. On November 30, 2004, the Company issued a press release announcing the pricing of the 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 9.01. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Item</u>
99.1	Press release, dated November 29, 2004.
99.2	Press release, dated November 30, 2004.

SIGNATURE

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: November 30, 2004

By: /s/ BRADLEY E. SINGER

Name: Bradley E. Singer
Title: Chief Financial Officer and Treasurer

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EXHIBIT INDEX

Exhibit No.	Item
99.1	Press release, dated November 29, 2004.
99.2	Press release, dated November 30, 2004.



ATC Contact: Brad Singer
Chief Financial Officer and Treasurer
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Announces Planned Senior Notes Offering

Boston, Massachusetts – November 29, 2004 – American Tower Corporation (NYSE: AMT) announced today that it is seeking to raise approximately \$150 million through an institutional private placement of senior notes. The closing of the offering is expected to occur in early December, subject to market conditions.

The company intends to use all of the net proceeds of the offering to repurchase or redeem a portion of its 9 3/8% senior notes due 2009.

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 and to non-U.S. persons in offshore transactions in reliance on Regulation S. Unless so registered, the notes may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from the 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 securities in particular.



ATC Contact: Brad Singer
Chief Financial Officer and Treasurer
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

American Tower Corporation Prices Senior Notes Offering

Boston, Massachusetts – November 30, 2004 – American Tower Corporation (NYSE: AMT) announced today that it has agreed to sell \$200.0 million principal amount of 7.125% senior notes due 2012 through an institutional private placement, as previously announced. The notes were offered to investors at a price of \$1,012.50 for each \$1,000 principal amount of notes (plus accrued interest), resulting in an effective yield to investors of 6.86% based on the first par redemption date. After deducting the initial purchasers' discounts and commissions and estimated offering expenses, the aggregate net proceeds to the Company are expected to be approximately \$199.8 million. The notes will have the same terms and conditions as the 7.125% senior notes due 2012 issued by the Company in October 2004. The closing of the sale is expected to occur in early December and is subject to customary closing conditions.

The Company intends to use the net proceeds of the offering to repurchase or redeem a portion of its outstanding 9 3/8% senior notes due 2009.

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 and to non-U.S. persons in offshore transactions in reliance on Regulation S. Unless so registered, the notes may not be offered or sold in the United States or to U.S. persons except pursuant to an exemption from the 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 securities in particular.