

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CLARK STEPHEN H /NC/</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN TOWER CORP /MA/ [ AMT ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2005</u>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	
<u>116 HUNTINGTON AVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)						
<u>BOSTON</u>	<u>MA</u>	<u>02116</u>				
(City)	(State)	(Zip)				

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 Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		8,100	D	\$24.84	108,200	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		6,300	D	\$24.85	101,900	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		1,900	D	\$24.86	100,000	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		5,000	D	\$24.88	95,000	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		26,200	D	\$24.89	68,800	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		17,100	D	\$24.9	51,700	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		200	D	\$24.91	51,500	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		10,000	D	\$24.94	41,500	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		19,400	D	\$24.95	22,100	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		2,100	D	\$24.96	20,000	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		10,000	D	\$24.97	10,000	D	
Class A Common Stock	09/13/2005		s <sup>(1)</sup>		10,000	D	\$25	0	D	

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 (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Title	Amount or Number of Shares			

Explanation of Responses:

1. The option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2003, as amended August 4, 2005.

Remarks:

This is the second of two (2 of 2) Forms 4 being filed by the reporting person on the same date (09/14/05).

/s/ Nathaniel B. Sisitsky, as attorney-in-fact 09/14/2005

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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

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

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 Number.