

**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): May 30, 2006

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 (see General Instruction A.2. below):

- ☐ 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))
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Item 8.01 Other Events.

On May 30, 2006, American Tower Corporation (the “Company”) issued a press release reporting that a lawsuit purporting to be a securities class action was filed in United States District Court for the District of Massachusetts against American Tower Corporation and certain of its officers. This action alleges violations of the federal securities laws in connection with public statements by the Company relating to its stock option practices and related accounting. The Company announced on May 19, 2006 that it was conducting an internal review of its historic stock option granting practices. The Company intends to vigorously defend the lawsuit.

The Company also reported that a shareholder derivative lawsuit was filed in state court in Massachusetts by an individual identifying himself as a shareholder of the Company, purporting to act on behalf of the corporation, against certain current and former officers and directors for alleged breaches of fiduciary duties with respect to the Company’s historic stock option granting practices. In response to the derivative lawsuit, the Company’s board of directors plans to establish a special litigation committee to evaluate this lawsuit.

A copy of the press release is furnished herewith as Exhibit 99.1.

The Company does not intend to file further current reports on Form 8-K describing additional lawsuits, if any, that are shareholder derivative actions or that purport to be securities class actions, in either federal or state court, which are based on allegations substantially similar to those described above.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 30, 2006. (Furnished herewith).

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: May 30, 2006

By: /s/ BRADLEY E. SINGER
Bradley E. Singer
Chief Financial Officer and Treasurer

EXHIBIT INDEX

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ATC Contact: Michael Powell
Director of Investor Relations
Telephone: (617) 375-7500

AMERICAN TOWER CORPORATION ANNOUNCES UPDATE REGARDING STOCK OPTION MATTER

Boston, Massachusetts—May 30, 2006—American Tower Corporation (NYSE: AMT) today reported that a lawsuit purporting to be a securities class action was filed in United States District Court for the District of Massachusetts against American Tower Corporation and certain of its officers. This action alleges violations of the federal securities laws in connection with public statements by the Company relating to its stock option practices and related accounting. The Company announced on May 19, 2006 that it was conducting an internal review of its historic stock option granting practices. The Company intends to vigorously defend the lawsuit.

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American Tower is the leading independent owner, operator and developer of broadcast and wireless communications sites in North America. American Tower owns and operates over 22,000 sites in the United States, Mexico, and Brazil. Additionally, American Tower manages approximately 2,000 revenue producing rooftop and tower sites. For more information about American Tower, please visit www.americantower.com.

This press release contains "forward-looking statements," including statements regarding the Company's review of its historical option practices and the inquiries, proceedings and lawsuits related to the Company's stock option practices. Actual results may differ materially from those indicated in our forward-looking statements as a result of various important factors, including: (1) the impact and outcome of the inquiries, proceedings and lawsuits, including the results of the reviews by the United States Attorney and the SEC; (2) the results of the review by the special committee; (3) the extent of any necessary corrections to the Company's determinations of non-cash stock-based compensation expense; and (4) the impact on the Company's financial statements of any such corrections; as well as other risks, relevant factors and uncertainties contained in Item 1A of our Form 10-Q for the quarter ended March 31, 2006 under the caption "Risk Factors." We undertake no obligation to update the information contained in this press release to reflect subsequently occurring events or circumstances.

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