

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):
March 14, 2000 (February 28, 2000)

AMERICAN TOWER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-14195	65-0723837
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

116 Huntington Avenue Boston, Massachusetts	02116
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(Address of Principal Executive Offices)	(Zip Code)

(617) 375-7500
(Registrant's telephone number, including area code)

Item 2. Acquisition or Disposition of Assets.

The following information serves to update the status of the AT&T and AirTouch transactions as previously disclosed in the January 31, 2000 Current Report on Form 8-K:

AT&T transaction - In February 2000, American Tower Corporation (the "Company") acquired 459 additional towers and paid cash consideration of approximately \$43.1 million under the terms of the Purchase and Sale Agreement, dated as of September 10, 1999, by and between the Company and AT&T Corp. The Company financed the transaction through proceeds from its convertible notes.

AirTouch transaction - In February 2000, in two separate transactions, the Company leased 380 additional towers and paid total cash consideration of approximately \$144.8 million under the terms of the Agreement to Sublease, dated as of August 6, 1999 by and among AirTouch Communications, Inc., the other parties named therein as sublessors, the Company and American Tower, L.P. ("ATLP"). The Company financed the transactions through proceeds from its convertible notes.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit 10.1	Agreement to Sublease, dated as of August 6, 1999 by and among Airtouch Communications, Inc., the other parties named therein as sublessors, the Company and ATLP.*
Exhibit 10.2	Purchase and Sale Agreement, dated as of September 10, 1999, by and between the Company and AT&T Corp., a New York corporation.**

* Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999.

** Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated September 17, 1999.

SIGNATURES

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: March 14, 2000

By: /s/ Justin D. Benincasa
Name: Justin D. Benincasa
Title: Vice President and Corporate Controller