

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): October 23, 2003 (October 22, 2003)

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)

Item 5. Other Events.

On October 22, 2003, American Tower Corporation (the “Company”) announced the completion of its cash tender offer for its 2.25% Convertible Notes due 2009 (the “Notes”). The Company’s press release, dated October 23, 2003, is filed as Exhibit 99 and is hereby incorporated by reference.

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

(c) Exhibits

<u>Exhibit No.</u>	<u>Item</u>
99	Company press release, dated October 23, 2003

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: October 23, 2003

By: /S/ BRADLEY E. SINGER

Bradley E. Singer
Chief Financial Officer and Treasurer

EXHIBIT INDEX

Exhibit No.

Description

99

Company press release, dated October 23, 2003



ATC Contact: Anne Alter
Vice President of Finance, Investor Relations
Telephone: (617) 375-7500

FOR IMMEDIATE RELEASE

**American Tower Corporation Announces Completion of Its Cash Offer to Repurchase
2.25% Convertible Notes Due 2009**

Boston, Massachusetts – October 23, 2003—American Tower Corporation (NYSE: AMT) (the “Company”) today announced it has completed the cash tender offer for its 2.25% Convertible Notes due 2009 (the “Notes”). The note holders’ option to surrender their Notes for repurchase by the Company expired at 5:00 p.m., New York City time, on October 22, 2003.

The Company has been advised by the depositary, The Bank of New York, that \$104,889,000 in aggregate principal amount at maturity of Notes (substantially all of the \$104,944,000 outstanding principal amount at maturity or approximately \$84.2 million accreted value) was validly surrendered for repurchase and not withdrawn (excluding any additional notes tendered pursuant to guaranteed delivery procedures). The repurchase price for the Notes was \$802.93 per \$1,000 principal amount at maturity. The aggregate repurchase price for all Notes validly surrendered and for repurchase and not withdrawn is approximately \$84.2 million. Payment for the Notes will be made with cash on hand from the Company’s restricted cash and investments account. In addition, the Company will record a non-cash charge of approximately \$1.4 million in the fourth quarter of 2003 from the write-off of unamortized deferred financing fees related to the portion of the Notes that were repurchased prior to the original maturity date.

American Tower is the leading independent owner, operator and developer of broadcast and wireless communications sites in North America. Giving effect to pending transactions, American Tower operates approximately 15,000 sites in the United States, Mexico, and Brazil, including approximately 300 broadcast tower sites. Of the 15,000 sites, approximately 14,000 are owned or leased towers and approximately 1,000 are managed and lease/sublease sites. For more information about American Tower Corporation, please visit our web sites www.americantower.com.

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