

Prospectus Supplement  
 Dated December 16, 1999

This prospectus relates to the resale by the holder of our:

- o \$300,000,000 principal amount of 6.25% convertible notes due 2009,
- o \$425,500,000 principal amount at maturity of 2.25% convertible notes due 2009, and
- o the shares of Class A common stock issuable upon conversion of the notes.

This prospectus supplement should be read in conjunction with, and may not be delivered or utilized without, the prospectus dated November 2, 1999, including any amendments or supplements thereto. The terms of the notes are set forth in the prospectus.

The information in the table appearing under the heading "Selling Securityholders" on page 42 in the prospectus is hereby amended by adding the information below with respect to selling securityholders not previously listed in the prospectus or in any amendments or supplements thereto, and by superceding the information with respect to selling securityholders previously listed in the prospectus or in any amendments or supplements thereto that are listed below:

Selling Securityholders	Principal Amount at Maturity of 6.25% Notes Beneficially Owned That May Be Sold	Percentage of 6.25% Notes Outstanding as of December 14, 1999	Number of Shares of Class A Common Stock Issuable Upon Conversion of the 6.25% Notes That May Be Sold	Number of Shares of Class A Common Stock Owned	Percentage of Class A Common Stock Outstanding as of December 14, 1999**
General Motors Employees Global Group Pension Trust	\$5,322,000	2.25	218,114	--	*
Morgan Stanley Dean Witter(1)	\$1,730,000	*	70,901	--	*
<b>TOTAL</b>	<b>\$7,052,000</b>	<b>2.99</b>	<b>289,015</b>	<b>--</b>	<b>*</b>

  

Selling Securityholders	Principal Amount at Maturity of 2.25% Notes Beneficially Owned That May Be Sold	Percentage of 2.25% Notes Outstanding as of December 14, 1999	Number of Shares of Class A Common Stock Issuable Upon Conversion of the 2.25% Notes That May Be Sold	Number of Shares of Class A Common Stock Owned	Percentage of Class A Common Stock Outstanding as of December 14, 1999**
Forrestal Funding Master Trust	\$14,000,000	4.75	583,333	--	*

\* Less than 1%.

\*\* Includes shares issuable upon conversion of the notes and shares beneficially owned as of December 14, 1999.

(1) Morgan Stanley & Co. Incorporated, an affiliate of Morgan Stanley Dean Witter, was an initial purchaser of the notes when the notes were originally sold in a private placement.