

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERICAN TOWER CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

65-0723837
(I.R.S. Employer
Identification No.)

116 Huntington Avenue, Boston, Massachusetts 02116
(617) 375-7500
(Address of Principal Executive Offices including zip code)

American Tower Corporation 2000 Employee Stock Purchase Plan
American Tower Retirement Savings Plan
(Full titles of the plan)

Steven B. Dodge
Chairman of the Board of
Directors and Chief Executive Officer
American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116
(617) 375-7500
(Name, address and telephone number of Agent For Service)

Copy to:
Norman A. Bikales, Esq.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109
(617) 338-2800

If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this Registration Statement changes, the provisions of Rule 416 shall apply to this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered -----	Amount to be Registered -----	Proposed Maximum Offering Price Per Share(1) -----	Proposed Maximum Aggregate Offering Price(1) -----	Amount of Registration Fee -----
American Tower Corporation 2000 Employee Stock Purchase Plan:				
Class A Common Stock, par value \$.01 per share	5,000,000	\$43.53125	\$217,656,250	\$57,461.25
Plan Participation Interests	(2)	(2)	(2)	(2)

American Tower
Retirement Savings Plan:

Class A Common Stock, par value \$.01 per share	2,000,000	\$43.53125	\$87,062,500	\$22,984.50
Plan Participation Interests	(2)	(2)	(2)	(2)
Grand Total:			\$304,718,750	\$80,445.75

- (1)

The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Class A Common Stock on the New York Stock Exchange on July 7, 2000.
- (2)

Pursuant to Rule 416(c), an indeterminate number of participation interests in the Plan are being registered. Pursuant to Rule 457(h)(2), no additional filing fee is required with respect to the participation interests in the Plan.

PART I - INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information; Item 2. Registrant Information and Employee Plan Annual Information.

The documents containing the information required by these items will be given to employees participating in the American Tower Corporation 2000 Employee Stock Purchase Plan and the American Tower Retirement Savings Plan (collectively, the "Plans") and are not required to be filed with the Securities and Exchange Commission as part of the registration statement or as an exhibit thereto.

Employees participating in the Plans may obtain, without charge, a copy of the Plans or the documents set forth in Item 3, below, by request to Ms. Anne Alter, Director of Investor Relations, American Tower Corporation, 116 Huntington Avenue, Boston, Massachusetts 02116 ((617) 375-7500).

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by American Tower Corporation (the "Company") with the Securities and Exchange Commission (the "Commission"), are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999;
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000;
- (c) The Company's Current Reports on Form 8-K dated January 28, 2000, January 31, 2000, February 9, 2000, February 24, 2000, March 14, 2000, March 30, 2000, April 13, 2000, May 15, 2000, May 23, 2000, June 12, 2000, June 23, 2000 and June 29, 2000; and
- (d) The description of the Common Stock contained in the Company's registration statement on Form 8-A filed on June 4, 1998.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares offered hereby will be passed upon for the Company by Sullivan & Worcester LLP, Boston, Massachusetts. As of June 1, 2000, Norman A. Bikales, a member of the firm of Sullivan & Worcester LLP, owned 11,000 shares of our Class A common stock and 41,490 shares of Class B common stock and had options to purchase 20,000 shares of Class A common stock at \$10.00 per share and 25,000 shares of Class A common stock at \$23.813 per share. Mr. Bikales and other partners and associates of that firm serve as secretary or assistant secretaries for us and certain of our subsidiaries.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law ("DGCL") provides, in effect, that any person made a party to any action by reason of the fact that he is or was a director, officer, employee or agent of the Company may and, in certain cases, must be indemnified by the Company against, in the case of a non-derivative action, judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees), if in either type of action he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and, in a non-derivative action, which involves a criminal proceeding, in which such person had no reasonable cause to believe his conduct was unlawful. This indemnification does not apply, in a derivative action, to matters as to which it is adjudged that the director, officer, employee or agent is liable to the Company, unless upon court order it is determined that, despite such adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for expenses.

Article XII of the Company's By-Laws provide that the Company shall indemnify each person who is or was an officer or director of the Company to the fullest extent permitted by Section 145 of the DGCL.

Article Sixth of the Company's Restated Certificate provides that no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for (1) breach of the director's duty of loyalty to the Company or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (3) liability under Section 174 of the DGCL relating to certain unlawful dividends and stock repurchases, or (4) any transaction from which the director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Sullivan & Worcester LLP.*
23.1	Consent of Sullivan & Worcester LLP (contained in the opinion of Sullivan & Worcester LLP filed herewith as Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.*
23.3	Consent of KPMG LLP.*
23.4	Consent of KPMG LLP.*
24	Power of Attorney (included in signature page of this Registration Statement).

*Filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or

decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in that Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 12th day of July, 2000.

AMERICAN TOWER CORPORATION

By: /s/ Steven B. Dodge
Steven B. Dodge
Chairman of the Board, President and
Chief Executive Officer

The undersigned Officers and Directors of the Company hereby severally constitute Steven B. Dodge, Joseph L. Winn and Jonathan R. Black, and each of them acting singly, our true and lawful attorneys to sign for us and in our names in the capacities indicated below any amendments to this registration statement on Form S-8 (including any post-effective amendments hereto) and to file the same, with Exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys, acting singly, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming our signatures to said amendments to this registration statement signed by our said attorneys and all else that said attorneys may lawfully do and cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Company in the capacities indicated on the 12th day of July, 2000.

Signatures

Title

/s/ Steven B. Dodge
Steven B. Dodge

Chairman, President and Chief Executive Officer

/s/ Alan L. Box
Alan L. Box

Executive Vice President and Director

/s/ Joseph L. Winn
Joseph L. Winn

Chief Financial Officer and Treasurer

/s/ Justin D. Benincasa
Justin D. Benincasa

Vice President and Corporate Controller

/s/ Arnold L. Chavkin
Arnold L. Chavkin

Director

/s/ Dean H. Eisner Dean H. Eisner	Director
--------------------------------------	----------

/s/ Jack D. Furst Jack D. Furst	Director
------------------------------------	----------

/s/ J. Michael Gearon, Jr. J. Michael Gearon, Jr.	Executive Vice President and Director
--	---------------------------------------

Fred R. Lummis	Director
----------------	----------

Randall T. Mays	Director
-----------------	----------

Thomas H. Stoner	Director
------------------	----------

/s/ Maggie Wilderotter Maggie Wilderotter	Director
--	----------

SULLIVAN & WORCESTER LLP
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
FAX NO. 617-338-2880

IN WASHINGTON, D.C.
1025 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036
(202) 775-8190
FAX NO. 202-293-2275

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
FAX NO. 212-758-2151

July 12, 2000

American Tower Corporation
116 Huntington Avenue
Boston, MA 02116

Re: Registration of Plans on Form S-8

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), by American Tower Corporation, a Delaware corporation (the "Company"), of (i) 5,000,000 shares of its Class A Common Stock, par value \$.01 per share ("Common Stock"), that are to be offered and may be issued under the Company's 2000 Employee Stock Purchase Plan (the "2000 Plan") and (ii) 2,000,000 shares of Common Stock that are to be offered and may be issued under the American Tower Retirement Savings Plan (the "401(k) Plan") (all such shares to be offered under the 2000 Plan and the 401(k) Plan being referred to herein as the "Registered Shares"), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Company's registration statement on Form S-8 (the "Registration Statement") under the Act.

We have acted as counsel to the Company in connection with the Registration Statement, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Restated Articles of Incorporation of the Company, as presently in effect, corporate records of the Company, and such other documents as we have considered necessary in order to furnish the opinion hereinafter set forth.

We express no opinion herein as to any laws other than the Delaware General Corporation Law and the federal law of the United States, and we express no opinion as to state securities or blue sky laws.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the 2000 Plan and the 401(k) Plan, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus forming a part of the Registration Statement.

American Tower Corporation
July 12, 2000
Page 2

In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ SULLIVAN & WORCESTER

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of American Tower Corporation on Form S-8 of our report dated March 1, 2000, appearing in the Annual Report on Form 10-K of American Tower Corporation for the year ended December 31, 1999.

/S/ DELOITTE & TOUCHE LLP

Boston, Massachusetts
July 10, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
UNIsite, Inc. and Subsidiaries:

We consent to the incorporation by reference in the registration statement on Form S-8 of American Tower Corporation of our report dated January 14, 2000, with respect to the consolidated balance sheets of UNIsite, Inc. and Subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of operations, redeemable convertible preferred stock and stockholders' deficit, and cash flows for each of the years in the three-year period ended December 31, 1999 which report appears in the Form 8-K of American Tower Corporation dated March 30, 2000.

/s/ KPMG LLP

Tampa, Florida
July 10, 2000

CONSENT OF INDEPENDENT ACCOUNTANTS

The Board of Directors
ICG Satellite Services, Inc.

We consent to the incorporation by reference in the registration statement on Form S-8 for the 2000 Employee Stock Purchase Plan and the Retirement Savings Plan of American Tower Corporation of our report dated February 28, 2000, with respect to the consolidated balance sheet of ICG Satellite Services, Inc. and subsidiary as of November 30, 1999, and the related consolidated statements of operations and accumulated deficit and cash flows for the eleven-month period ended November 30, 1999, which report appears in the Form 8-K of American Tower Corporation dated March 30, 2000.

/s/ KPMG LLP

Denver, Colorado
July 10, 2000