

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
to
FORM S-1
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)	4899 (Primary Standard Industrial Classification Code Number)	65-0723837 (I.R.S. Employer Identification No.)
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116 Huntington Avenue
Boston, Massachusetts 02116
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

STEVEN B. DODGE
American Tower Corporation
116 Huntington Avenue
Boston, Massachusetts 02116
(617) 375-7500
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:
NORMAN A. BIKALES, ESQ.
Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109

Copy to:
JOHN T. BOSTELMAN, ESQ.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

Approximate date of commencement of proposed sale to the public: As soon as
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box.

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, check the following box and
list the Securities Act registration statement number of the earlier effective
registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,
check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Class A Common Stock, \$.01 par value	*	*	\$583,825,000	\$162,304(2)

(1) This Amendment No. 2 is filed to change the basis for the calculation of the registration fee to that provided by Rule 457(o) of the Securities Act.

(2) Previously paid with the original filing of this Registration Statement on January 21, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 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 the 3rd day of February, 1999.

AMERICAN TOWER CORPORATION

By: /s/ Steven B. Dodge*

 Steven B. Dodge
 Chairman of the Board,
 President and Chief Executive
 Officer

Signature -----	Title -----	Date ----
/s/ Steven B. Dodge*	Chairman, President, Chief Executive Officer and Director	February 3, 1999
----- Steven B. Dodge		
/s/ Joseph L. Winn*	Chief Financial Officer and Treasurer	February 3, 1999
----- Joseph L. Winn		
/s/ Justin D. Benincasa	Vice President and Corporate Controller	February 3, 1999
----- Justin D. Benincasa		
*Individually and as Attorney-in-Fact		
/s/ Alan L. Box*	Executive Vice President and Director	February 3, 1999
----- Alan L. Box		
/s/ Arnold L. Chavkin*	Director	February 3, 1999
----- Arnold L. Chavkin		
/s/ J. Michael Gearon, Jr.*	Executive Vice President and Director	February 3, 1999
----- J. Michael Gearon Jr.		
/s/ Randall Mays*	Director	February 3, 1999
----- Randall Mays		
/s/ Fred Lummis*	Director	February 3, 1999
----- Fred Lummis		
/s/ Thomas H. Stoner*	Director	February 3, 1999
----- Thomas H. Stoner		
/s/ Maggie Wilderotter*	Director	February 3, 1999
----- Maggie Wilderotter		