

AMERICAN TOWER CORP /MA/
Form 4
December 02, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GEARON J MICHAEL JR

2. Issuer Name and Ticker or Trading Symbol
AMERICAN TOWER CORP /MA/ [AMT]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
116 HUNTINGTON AVE.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., American Tower Int'l

BOSTON, MA 02116
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 12/02/2004 | | S | 12,300 | D \$ 18.55 | 1,734,699 | D |
| Class A Common Stock | 12/02/2004 | | S | 700 | D \$ 18.56 | 1,733,999 | D |
| Class A Common Stock | 12/02/2004 | | S | 1,200 | D \$ 18.57 | 1,732,799 | D |
| Class A Common | 12/02/2004 | | S | 5,300 | D \$ 18.58 | 1,727,499 | D |

Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

| | | | | | | | | |
|---|------------|---|--------|---|-------------|-----------|---|--|
| Stock | | | | | | | | |
| Class A Common Stock | 12/02/2004 | S | 500 | D | \$ 18.59 | 1,726,999 | D | |
| Class A Common Stock | 12/02/2004 | S | 15,900 | D | \$ 18.6 | 1,711,099 | D | |
| Class A Common Stock | 12/02/2004 | S | 1,300 | D | \$ 18.61 | 1,709,799 | D | |
| Class A Common Stock | 12/02/2004 | S | 7,800 | D | \$ 18.63 | 1,701,999 | D | |
| Class A Common Stock | 12/02/2004 | S | 31,000 | D | \$ 18.65 | 1,670,999 | D | |
| Class A Common Stock | 12/02/2004 | S | 10,000 | D | \$ 18.66 | 1,660,999 | D | |
| Class A Common Stock | 12/02/2004 | S | 2,900 | D | \$ 18.67 | 1,658,099 | D | |
| Class A Common Stock | 12/02/2004 | S | 4,300 | D | \$ 18.68 | 1,653,799 | D | |
| Class A Common Stock | 12/02/2004 | S | 2,700 | D | \$ 18.69 | 1,651,099 | D | |
| Class A Common Stock | 12/02/2004 | S | 24,000 | D | \$ 18.7 | 1,627,099 | D | |
| Class A Common Stock | 12/02/2004 | S | 1,400 | D | \$ 18.71 | 1,625,699 | D | |
| Class A Common Stock | 12/02/2004 | S | 2,600 | D | \$ 18.72 | 1,623,099 | D | |
| Class A Common Stock | 12/02/2004 | S | 4,600 | D | \$ 18.73 | 1,618,499 | D | |
| Class A Common Stock ⁽¹⁾ | 12/02/2004 | S | 1,500 | D | \$ 18.74 | 1,616,999 | D | |

Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GEARON J MICHAEL JR 116 HUNTINGTON AVE. BOSTON, MA 02116 | | | Pres., American Tower Int'l | |

Signatures

/s/ J. Michael Gearon, Jr. 12/02/2004

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 4 is the second of two being filed to report sales of Class A Common Stock on December 1, 2004 and December 2, 2004 by the reporting person. This Form 4 reports total sales of 130,000 shares of Class A Common Stock. 2 of 2 Forms 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.