

AMERICAN TOWER CORP /MA/
Form 4
December 07, 2004

FORM 4

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

OMB APPROVAL

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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)
12/03/2004

____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/03/2004		S		1,400	D	\$ 18.43
Class A Common Stock	12/03/2004		S		3,700	D	\$ 18.44
Class A Common Stock	12/03/2004		S		11,400	D	\$ 18.45
Class A Common	12/03/2004		S		2,700	D	\$ 18.46

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Stock							
Class A Common Stock	12/03/2004	S	900	D	\$ 18.47	1,596,899	D
Class A Common Stock	12/03/2004	S	15,300	D	\$ 18.48	1,581,599	D
Class A Common Stock	12/03/2004	S	2,000	D	\$ 18.49	1,579,599	D
Class A Common Stock	12/03/2004	S	16,900	D	\$ 18.5	1,562,699	D
Class A Common Stock	12/03/2004	S	7,200	D	\$ 18.51	1,555,499	D
Class A Common Stock	12/03/2004	S	1,900	D	\$ 18.52	1,553,599	D
Class A Common Stock	12/03/2004	S	700	D	\$ 18.53	1,552,899	D
Class A Common Stock	12/03/2004	S	4,700	D	\$ 18.55	1,548,199	D
Class A Common Stock	12/03/2004	S	1,200	D	\$ 18.56	1,546,999	D
Class A Common Stock	12/03/2004	S	5,000	D	\$ 18.58	1,541,999	D
Class A Common Stock	12/03/2004	S	3,500	D	\$ 18.59	1,538,499	D
Class A Common Stock	12/03/2004	S	21,500	D	\$ 18.6	1,516,999	D

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.

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

William H. Hess, as attorney-in-fact
 12/07/2004
 **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).

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.