

CLARK STEPHEN H /NC/  
Form 4  
September 21, 2005

**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 \*  
CLARK STEPHEN H /NC/

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 AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/19/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Former Director

BOSTON, MA 02116

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

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/19/2005		S <sup>(1)</sup>		100	D	\$ 24.96
Class A Common Stock	09/19/2005		S <sup>(1)</sup>		35,000	D	\$ 25
Class A Common Stock	09/19/2005		S <sup>(1)</sup>		16,300	D	\$ 25.01
Class A Common	09/19/2005		S <sup>(1)</sup>		23,000	D	\$ 25.02
							208,700

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Stock							
Class A Common Stock	09/19/2005	<u>S<sup>(1)</sup></u>	200	D	\$ 25.03	208,500	D
Class A Common Stock	09/19/2005	<u>S<sup>(1)</sup></u>	10,000	D	\$ 25.04	198,500	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	5,000	D	\$ 24	193,500	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	5,100	D	\$ 24.01	188,400	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	1,000	D	\$ 24.02	187,400	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	7,800	D	\$ 24.03	179,600	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	11,100	D	\$ 24.04	168,500	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	4,400	D	\$ 24.05	164,100	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	3,400	D	\$ 24.06	160,700	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	6,300	D	\$ 24.07	154,400	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	8,900	D	\$ 24.08	145,500	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	12,100	D	\$ 24.09	133,400	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	26,800	D	\$ 24.1	106,600	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	3,800	D	\$ 24.11	102,800	D

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Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	2,300	D	\$ 24.12	100,500	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	2,300	D	\$ 24.13	98,200	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	600	D	\$ 24.14	97,600	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	1,300	D	\$ 24.15	96,300	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	600	D	\$ 24.16	95,700	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	2,800	D	\$ 24.17	92,900	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	4,100	D	\$ 24.18	88,800	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	1,900	D	\$ 24.19	86,900	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	600	D	\$ 24.2	86,300	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	3,000	D	\$ 24.21	83,300	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	400	D	\$ 24.27	82,900	D
Class A Common Stock	09/20/2005	<u>S<sup>(1)</sup></u>	100	D	\$ 24.28	82,800	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.**

SEC 1474  
(9-02)

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

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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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK STEPHEN H /NC/ 116 HUNTINGTON AVENUE BOSTON, MA 02116				Former Director

## Signatures

/s/ Nathaniel B. Sisitsky, as attorney-in-fact 09/21/2005

\_\_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) The option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2003, as amended August 4, 2005.

### Remarks:

The reporting person resigned as a director of the Company effective September 20, 2005. As a result of the foregoing, the reporting person is no longer a director of the Company.

This is the second of three (2 of 3) Forms 4 being filed by the reporting person on the same date (9/21/05).

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.