

AMERICAN TOWER CORP /MA/  
Form 4  
May 17, 2002

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

+-----+  
| FORM 4 |  
+-----+

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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  
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(f) of the Investment Company Act of 1940

(Print or Type Responses)

-----  
1. Name and Address of Reporting Person\*

Dodge Steven B.  
-----  
(Last) (First) (Middle)  
  
116 Huntington Avenue  
-----  
(Street)  
  
Boston Massachusetts 02116  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

American Tower Corporation (NYSE: AMT)  
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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

May 2002  
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5. If Amendment, Date of Original (Month/Year)

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

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

Chief Executive Officer and Chairman  
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7. Individual or Joint/Group Filing (Check applicable line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  
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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4 and 5) Amount      (A) or (D)      Price	5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 a
Class A Common Stock (1)	5/3/02	P	100      A      \$4.82	
Class A Common Stock (1)	5/3/02	P	9,900      A      \$4.83	
Class A Common Stock (1)	5/3/02	P	10,000      A      \$4.85	
Class A Common Stock (1)	5/3/02	P	10,000      A      \$4.90	
Class A Common Stock (1)	5/3/02	P	1,400      A      \$4.94	
Class A Common Stock (1)	5/3/02	P	8,600      A      \$4.99	
Class A Common Stock (1)	5/3/02	P	5,200      A      \$5.00	
Class A Common Stock (1)	5/3/02	P	4,800      A      \$5.03	
Class A Common Stock (1)	5/6/02	P	2,200      A      \$4.84	

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4 and 5)			5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 a)
			Amount	(A) or (D)	Price	
Class A Common Stock (1)	5/6/02	P	5,400	A	\$4.85	
Class A Common Stock (1)	5/6/02	P	1,000	A	\$4.86	
Class A Common Stock (1)	5/6/02	P	2,200	A	\$4.87	
Class A Common Stock (1)	5/6/02	P	1,400	A	\$4.88	
Class A Common Stock (1)	5/6/02	P	8,900	A	\$4.90	
Class A Common Stock (1)	5/6/02	P	1,000	A	\$4.91	
Class A Common Stock (1)	5/6/02	P	2,000	A	\$4.92	
Class A Common Stock (1)	5/6/02	P	900	A	\$4.95	
Class A Common Stock (1)	5/7/02	P	100	A	\$4.53	
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.54	
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.55	
Class A Common Stock (1)	5/7/02	P	3,900	A	\$4.56	
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.59	
Class A Common Stock (1)	5/7/02	P	100	A	\$4.60	
Class A Common Stock (1)	5/7/02	P	2,900	A	\$4.64	
Class A Common Stock (1)	5/7/02	P	3,000	A	\$4.65	
Class A Common Stock (1)	5/7/02	P	2,000	A	\$4.66	
Class A Common Stock (1)	5/7/02	P	2,000	A	\$4.69	

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4 and 5) Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned At End of Month (Instr. 3 a)
Class A Common Stock (1)	5/7/02	P	1,200	A	\$4.70
Class A Common Stock (1)	5/7/02	P	1,400	A	\$4.74
Class A Common Stock (1)	5/7/02	P	2,400	A	\$4.75
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.80
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.85
Class A Common Stock (1)	5/7/02	P	1,000	A	\$4.90
Class A Common Stock (1)	5/17/02	P	1,100	A	\$3.85
Class A Common Stock (1)	5/17/02	P	900	A	\$3.86
Class A Common Stock (1)	5/17/02	P	1,600	A	\$3.89
Class A Common Stock (1)	5/17/02	P	14,400	A	\$3.90
Class A Common Stock (1)	5/17/02	P	5,000	A	\$3.91
Class A Common Stock (1)	5/17/02	P	8,000	A	\$3.92
Class A Common Stock (1)	5/17/02	P	5,000	A	\$3.93
Class A Common Stock (1)	5/17/02	P	1,000	A	\$3.94
Class A Common Stock (1)	5/17/02	P	6,000	A	\$3.95
Class A Common Stock (1)	5/17/02	P	2,000	A	\$3.97

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Class A Common Stock (1)	5/17/02	P	3,000	A	\$3.98	
Class A Common Stock (1)	3/17/02	P	2,000	A	\$4.00	849,530
						37,227
						5,000

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \* If this form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)  
SEC 1474 (3-99)

FORM 4 (continued)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, a)
			Code V	(A) (D)

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

6. Date Exercisable and Expiration Date (Month/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)
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Day/ (Instr. 3 and 4)  
Year)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Explanation of Responses:

- (1) This Form 4 is being filed to report Mr. Dodge's purchase of an aggregate of 150,000 shares of Class A Common Stock on the open market in May, 2002.
- (2) The information set forth in column 5, "Amount of Securities Beneficially Owned at End of Month" includes information, as of May 17, 2002, only with respect to Mr. Dodge's beneficial ownership of Class A Common Stock. It does not include information about Mr. Dodge's beneficial ownership of shares of Class B Common Stock (which are convertible into Class A Common Stock on a one-for-one basis) and stock options to purchase Class A and Class B Common Stock because Mr. Dodge had no reportable transactions in these other classes of securities during the period for which this report is filed.
- (3) Mr. Dodge disclaims any beneficial ownership in shares owned by the trusts or his spouse.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Steven B. Dodge

May 17, 2002

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.