

BENINCASA JUSTIN D
Form 5
February 14, 2003
SEC Form 5

FORM 5 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). <input type="checkbox"/> Form 3 Holdings Reported <input type="checkbox"/> Form 4 Transactions Reported	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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(h) of the Investment Company Act of 1940	OMB APPROVAL <hr/> OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . . . 0.5
1. Name and Address of Reporting Person* Benincasa, Justin D. <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> 116 Huntington Avenue <div style="display: flex; justify-content: space-between;"> (Street) </div> Boston, MA 02116 <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol American Tower Corporation (AMT) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year December 31, 2002 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> Director _____ </div> <div style="display: flex; justify-content: space-between;"> 10% Owner <input checked="" type="checkbox"/> Officer </div> <div style="display: flex; justify-content: space-between;"> Other _____ </div> <div style="display: flex; justify-content: space-between;"> Officer/Other Description Senior Vice President and Corporate Controller </div> <hr/> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing

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 (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				<div style="display: flex; justify-content: space-around;"> Amount </div> <div style="display: flex; justify-content: space-around;"> A/D Price </div>			

If the form is filed by more than one reporting person, *see* instruction 4(b)(v). 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. (over) SEC 2270 (7-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code	Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4 and 5)	Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned at End of Year (Instr.4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	Ownership (Instr.4)
						(DE) (ED)					
Option to purchase Class A Common Stock	\$3.84	05/16/2002		A	(A) 33335	(1) 05/16/2012	Class A Common Stock - 33335	(2)	33335	D	
Option to purchase Class A Common Stock	\$3.15	06/14/2002		A	(A) 70000	(3) 06/14/2012	Class A Common Stock - 70000		70000	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Justin D. Benincasa

** Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are

not

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FOOTNOTE Descriptions for American Tower Corporation (AMT)

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Justin D. Benincasa
116 Huntington Avenue

Boston, MA 02116

Explanation of responses:

(1) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning May 16, 2003.

(2) On October 26, 2001 the reporting person tendered to the issuer, for cancellation, an option granted to the reporting person on September 21, 2000. In exchange, the reporting person received a replacement option on May 16, 2002.

(3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning June 14, 2003.

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