

AMERICAN TOWER CORP /MA/

Form 4

December 02, 2004

FORM 4**UNITED STATES 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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOSKOWITZ STEVEN J

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)
11/30/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President, U.S. Operations

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/30/2004		M		100,000	A	\$ 5.91 103,000
Class A Common Stock	11/30/2004		S		100,000	D	\$ 18.36 3,000
Class A Common Stock	11/30/2004		M		14,000	A	\$ 3.04 17,000
Class A Common	11/30/2004		S		14,000	D	\$ 18.13 3,000

Stock

Class A

Common Stock	12/01/2004	M	36,000	A	\$ 3.04	39,000	D
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Class A

Common Stock	12/01/2004	S	36,000	D	\$ 18.41	3,000	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to purchase Class A Common Stock	\$ 5.91	11/30/2004		M	100,000	<u>(1)</u> 01/18/2012	Class A Common Stock 100,000
Option to purchase Class A Common Stock	\$ 3.04	11/30/2004		M	14,000	<u>(2)</u> 12/09/2012	Class A Common Stock 14,000
Option to purchase Class A Common Stock	\$ 3.04	12/01/2004		M	36,000	<u>(2)</u> 12/09/2012	Class A Common Stock 36,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MOSKOWITZ STEVEN J
116 HUNTINGTON AVENUE
BOSTON, MA 02116

President, U.S. Operations

Signatures

/s/ Steven

Moskowitz

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 option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning January 18, 2003.
- (2) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning December 9, 2003.

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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