

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 *
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)
12/01/2004

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

Pres., American Tower Int'l

BOSTON, MA 02116

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/02/2004		S		12,300	D	\$ 18.55	1,734,699	D	
Class A Common Stock	12/02/2004		S		700	D	\$ 18.56	1,733,999	D	
Class A Common Stock	12/02/2004		S		1,200	D	\$ 18.57	1,732,799	D	
Class A Common	12/02/2004		S		5,300	D	\$ 18.58	1,727,499	D	

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Stock

Class A Common Stock	12/02/2004	S	500	D	\$ 18.59	1,726,999	D
Class A Common Stock	12/02/2004	S	15,900	D	\$ 18.6	1,711,099	D
Class A Common Stock	12/02/2004	S	1,300	D	\$ 18.61	1,709,799	D
Class A Common Stock	12/02/2004	S	7,800	D	\$ 18.63	1,701,999	D
Class A Common Stock	12/02/2004	S	31,000	D	\$ 18.65	1,670,999	D
Class A Common Stock	12/02/2004	S	10,000	D	\$ 18.66	1,660,999	D
Class A Common Stock	12/02/2004	S	2,900	D	\$ 18.67	1,658,099	D
Class A Common Stock	12/02/2004	S	4,300	D	\$ 18.68	1,653,799	D
Class A Common Stock	12/02/2004	S	2,700	D	\$ 18.69	1,651,099	D
Class A Common Stock	12/02/2004	S	24,000	D	\$ 18.7	1,627,099	D
Class A Common Stock	12/02/2004	S	1,400	D	\$ 18.71	1,625,699	D
Class A Common Stock	12/02/2004	S	2,600	D	\$ 18.72	1,623,099	D
Class A Common Stock	12/02/2004	S	4,600	D	\$ 18.73	1,618,499	D
Class A Common Stock ⁽¹⁾	12/02/2004	S	1,500	D	\$ 18.74	1,616,999	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)	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

/s/ J. Michael
Gearon, Jr.

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 Form 4 is the second of two being filed to report sales of Class A Common Stock on December 1, 2004 and December 2, 2004 by the reporting person. This Form 4 reports total sales of 130,000 shares of Class A Common Stock. 2 of 2 Forms 4.

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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