

AMERICAN TOWER CORP /MA/

Form 4

February 09, 2005

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

OMB
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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)
01/03/2005

____ 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)
Class A Common Stock ⁽¹⁾	01/03/2005		G	V 1,204 D \$ 0	1,506,035	D	
Class A Common Stock ⁽¹⁾	01/03/2005		G	V 1,204 D \$ 0	1,504,831	D	
Class A Common Stock ⁽¹⁾	01/03/2005		G	V 1,204 D \$ 0	1,503,627	D	
Class A Common	01/03/2005		G	V 1,204 D \$ 0	1,502,423	D	

Stock ⁽¹⁾

Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	D	\$ 0	1,501,219	D	
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	D	\$ 0	1,500,015	D	
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	D	\$ 0	1,498,811	D	
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	D	\$ 0	1,497,607	D	
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	A	\$ 0	2,424	I	By minor child
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	A	\$ 0	2,424	I	By minor child
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Class A

Common Stock ⁽¹⁾	01/03/2005		G	V	1,204	A	\$ 0	2,424	I	By minor child
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Class A

Common Stock ⁽¹⁾								452	I	By partnership ⁽²⁾
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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.

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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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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. 02/09/2005

__Signature of Reporting Date
Person

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 being filed voluntarily to report Mr. Gearon's gift of an aggregate of 9,632 shares of Class A Common Stock on January 3, 2005.
- (2) Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

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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