

EISENSTEIN JAMES S
 Form 5
 February 14, 2003
 SEC Form 5

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

| 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) |
| | | | | Amount A/D Price | | | |

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. SEC 2270 (7-02) (over)

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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) |
|---|------------------------------|------------------|----------------------|------|---|---------------------------|-------------------------------|--------------------|---|---|---------------------|
| Option to purchase Class A Common Stock | \$5.91 | 01/18/2002 | | A | (A) 50,000 | (1) 01/31/2006 | Class A Common Stock - 50,000 | | 50,000 | D | |
| Option to purchase Class A Common Stock | \$3.15 | 06/14/2002 | | A | (A) 10,000 | (2) 06/30/2006 | Class A Common Stock - 10,000 | | 10,000 | 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/ James S. Eisenstein -
02-11-2003
 ** 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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FOOTNOTE Descriptions for American Tower Corporation (AMT)

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James S. Eisenstein
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 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 June 14, 2003.