AMERICAN TOWER CORP /MA/
Form 4
January 04, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HESS WILLIAM H

(Last) (First) (Middle)

116 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN TOWER CORP /MA/ [AMT]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	01/03/2005		M		25,000	A	$ 1.55	419,277	D	
Class A Common Stock	01/03/2005		M		25,000	A	$ 10.5	444,277	D	
Class A Common Stock	01/03/2005		M		25,000	A	$ 11	469,277	D	
Class A Common	01/03/2005		S(1)		12,900	D	$ 18.06	456,377	D	

Stock								
Class A Common Stock	01/03/2005		S[(1)]	4,700	D	$ 18.07	451,677	D
Class A Common Stock	01/03/2005		S[(1)]	400	D	$ 18.08	451,277	D
Class A Common Stock	01/03/2005		S[(1)]	200	D	$ 18.09	451,077	D
Class A Common Stock	01/03/2005		S[(1)]	4,400	D	$ 18.1	446,677	D
Class A Common Stock	01/03/2005		S[(1)]	300	D	$ 18.11	446,377	D
Class A Common Stock	01/03/2005		S[(1)]	2,100	D	$ 18.12	444,277	D
Class A Common Stock	01/03/2005		S[(1)]	25,000	D	$ 18.44	419,277	D
Class A Common Stock	01/03/2005		S[(1)]	25,000	D	$ 18.45	394,277	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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 or Number of Shares

Option to purchase Class A Common Stock	$ 1.55	01/03/2005	M	25,000	(2)	11/14/2012	Class A Common Stock	25,000
Option to purchase Class A Common Stock	$ 10.5	01/03/2005	M	25,000	(3)	11/17/2013	Class A Common Stock	25,000
Option to purchase Class A Common Stock	$ 11	01/03/2005	M	25,000	(4)	09/07/2011	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, General Counsel	

Signatures

/s/ William H. Hess	01/04/2005
**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2004.

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

(3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 17, 2004.

(4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning September 7, 2002.

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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