

AMERICAN TOWER CORP /MA/  
 Form 4  
 September 14, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CLARK STEPHEN H /NC/

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)  
 09/12/2005

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

BOSTON, MA 02116  
 (City) (State) (Zip)

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

**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 (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	09/12/2005		M <sup>(1)</sup>		402,187	A	\$ 4.18 402,187
Class A Common Stock	09/12/2005		S <sup>(1)</sup>		19,900	D	\$ 24.46 382,287
Class A Common Stock	09/12/2005		S <sup>(1)</sup>		36,187	D	\$ 24.5 346,100
Class A Common	09/12/2005		S <sup>(1)</sup>		1,600	D	\$ 24.51 344,500

## Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

Stock							
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,500	D	\$ 24.52	343,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	800	D	\$ 24.53	342,200	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	13,600	D	\$ 24.54	328,600	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	24,800	D	\$ 24.55	303,800	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	9,700	D	\$ 24.56	294,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	23,000	D	\$ 24.57	271,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	9,000	D	\$ 24.58	262,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	8,300	D	\$ 24.59	253,800	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	41,300	D	\$ 24.6	212,500	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,400	D	\$ 24.61	211,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	8,000	D	\$ 24.62	203,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,200	D	\$ 24.63	201,900	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	6,800	D	\$ 24.64	195,100	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	11,800	D	\$ 24.65	183,300	D

Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,000	D	\$ 24.67	182,300	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	3,300	D	\$ 24.68	179,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,000	D	\$ 24.69	178,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	31,300	D	\$ 24.7	146,700	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	11,700	D	\$ 24.71	135,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	4,000	D	\$ 24.73	131,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,000	D	\$ 24.74	130,000	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	1,100	D	\$ 24.76	128,900	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	4,000	D	\$ 24.77	124,900	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	700	D	\$ 24.78	124,200	D
Class A Common Stock	09/12/2005	<u>S<sup>(1)</sup></u>	4,200	D	\$ 24.79	120,000	D
Class A Common Stock	09/13/2005	<u>S<sup>(1)</sup></u>	3,700	D	\$ 24.82	116,300	D

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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: AMERICAN TOWER CORP /MA/ - Form 4

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 <sup>(2)</sup>	\$ 4.18	09/12/2005		M <sup>(1)</sup>	402,187	<sup>(2)</sup>	03/12/2013	Class A Common Stock	402,187

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK STEPHEN H /NC/ 116 HUNTINGTON AVE BOSTON, MA 02116		X		

## Signatures

/s/ Nathaniel B. Sisitsky, as  
attorney-in-fact

09/14/2005

<sup>(1)</sup>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 option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 10, 2003, as amended August 4, 2005.

This option was originally granted on March 12, 2003 to the reporting person by SpectraSite, Inc. ("SpectraSite"). Pursuant to the Agreement and Plan of Merger, dated May 3, 2005, by and among American Tower Corporation (the "Company"), Asteroid Merger Sub,

(2) LLC, and SpectraSite, all options to purchase SpectraSite common stock were automatically converted into options to purchase 3.575 shares of the Company's Class A Common Stock in the merger. Upon the closing of the merger on August 8, 2005, all unvested portions of this option became exercisable in full.

### Remarks:

This is the first of two (1 of 2) Forms 4 being filed by the reporting person on the same date (09/14/05).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.