

AMERICAN TOWER CORP /MA/

Form 4

January 04, 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

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(Print or Type Responses)

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

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 AVENUE

(Street)

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, General Counsel

BOSTON, MA 02116

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

(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	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	\$ 456,377 18.06	D	

Stock

Class A Common Stock	01/03/2005	<u>S</u> (1)	4,700	D	\$ 18.07	451,677	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	400	D	\$ 18.08	451,277	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	200	D	\$ 18.09	451,077	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	4,400	D	\$ 18.1	446,677	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	300	D	\$ 18.11	446,377	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	2,100	D	\$ 18.12	444,277	D
Class A Common Stock	01/03/2005	<u>S</u> (1)	25,000	D	\$ 18.44	419,277	D
Class A Common Stock	01/03/2005	<u>S</u> (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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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Option to purchase Class A Common Stock	\$ 1.55	01/03/2005	M	25,000	<u>(2)</u>	11/14/2012	Class A Common Stock	25,000
Option to purchase Class A Common Stock	\$ 10.5	01/03/2005	M	25,000	<u>(3)</u>	11/17/2013	Class A Common Stock	25,000
Option to purchase Class A Common Stock	\$ 11	01/03/2005	M	25,000	<u>(4)</u>	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. 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.