

AMERICAN TOWER CORP /MA/
Form 4
November 15, 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 *
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 AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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)	
				(A) or (D)	Price			
Class A Common Stock	11/14/2005		S	11,000 D	\$ 26.11	529,807	I	By partnership (1)
Class A Common Stock	11/14/2005		S	46,500 D	\$ 26.12	483,307	I	By partnership (1)
Class A Common Stock	11/14/2005		S	1,100 D	\$ 26.13	482,207	I	By partnership (1)
Class A Common	11/14/2005		S	19,600 D	\$ 26.14	462,607	I	By partnership

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Stock								(1)
Class A Common Stock	11/14/2005	S	18,300	D	\$ 26.16	444,307	I	By partnership (1)
Class A Common Stock	11/14/2005	S	4,500	D	\$ 26.17	439,807	I	By partnership (1)
Class A Common Stock	11/14/2005	S	19,500	D	\$ 26.18	420,307	I	By partnership (1)
Class A Common Stock	11/14/2005	S	37,700	D	\$ 26.19	382,607	I	By partnership (1)
Class A Common Stock	11/14/2005	S	14,900	D	\$ 26.2	367,707	I	By partnership (1)
Class A Common Stock	11/14/2005	S	3,300	D	\$ 26.21	364,407	I	By partnership (1)
Class A Common Stock	11/14/2005	S	400	D	\$ 26.22	364,007	I	By partnership (1)
Class A Common Stock	11/14/2005	S	65,000	D	\$ 26.3	299,007	I	By partnership (1)
Class A Common Stock	11/14/2005	S	10,000	D	\$ 26.31	289,007	I	By partnership (1)
Class A Common Stock	11/14/2005	S	26,500	D	\$ 26.32	262,507	I	By partnership (1)
Class A Common Stock	11/14/2005	S	10,000	D	\$ 26.33	252,507	I	By partnership (1)
Class A Common Stock	11/14/2005	S	6,400	D	\$ 26.34	246,107	I	By partnership (1)
Class A Common Stock	11/14/2005	S	31,000	D	\$ 26.35	215,107	I	By partnership (1)
Class A Common Stock	11/14/2005	S	7,500	D	\$ 26.36	207,607	I	By partnership (1)

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Class A Common Stock	11/14/2005		S	14,300	D	\$ 26.37	193,307	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	6,500	D	\$ 26.38	186,807	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	5,300	D	\$ 26.39	181,507	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	92,900	D	\$ 26.4	88,607	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	8,500	D	\$ 26.41	80,107	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	10,100	D	\$ 26.42	70,007	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	27,800	D	\$ 26.45	42,207	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	4,400	D	\$ 26.46	37,807	I	By partnership <u>(1)</u>
Class A Common Stock	11/14/2005		S	200	D	\$ 26.49	37,607	I	By partnership <u>(1)</u>
Class A Common Stock							7,272	I	By minor children
Class A Common Stock							452	I	By partnership <u>(2)</u>

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.			
			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 AVENUE
BOSTON, MA 02116

Pres., American Tower Int'l.

Signatures

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

11/15/2005

__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) Shares of Class A Common Stock held by JMG Partners L.P.
- (2) Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

Remarks:

This is the second of two (2 of 2) Forms 4 being filed by the reporting person on the same date (11/15/05).

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.