

Prior Gertrude J  
Form 3/A  
June 22, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Prior Gertrude J		(Month/Day/Year)	ATLANTIC TELE NETWORK INC /DE [ATNI]	
(Last)	(First)	(Middle)	06/20/2006	
P.O. BOX 12030			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	06/21/2006
ST. THOMAS,Â VIÂ 00801			___ Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Officer	___ Form filed by One Reporting Person
			(give title below)	___X___ Form filed by More than One Reporting Person
			___X___ 10% Owner	
			___ Other	
			(specify below)	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01	500	D <sup>(1)</sup>	Â
Common Stock, par value \$0.01	1,211,250	I	By GRAT <sup>(2)</sup>
Common Stock, par value \$0.01	1,000,000	I	By Prior Family Foundation <sup>(3)</sup>

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prior Gertrude J P.O. BOX 12030 ST. THOMAS, VI 00801	^	^ X	^	^
Prior Family Foundation P.O. BOX 12030 ST. THOMAS, VI 00801	^	^ X	^	^

## Signatures

Gertrude J. Prior	06/22/2006
**Signature of Reporting Person	Date
Gertrude J. Prior, Trustee for the Prior Family Foundation	06/22/2006
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) These shares are owned directly by Gertrude J. Prior.
- (2) These shares are owned directly by the Cornelius B. Prior, Jr. 2004 GRAT and indirectly by Gertrude J. Prior, as trustee of such trust. Gertrude J. Prior disclaims beneficial ownership of these shares.
- (3) These shares are owned directly by the Prior Family Foundation and indirectly by Gertrude J. Prior, as trustee of such trust. Gertrude J. Prior disclaims beneficial ownership of these shares.

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.