

CLARK STEPHEN H /NC/
Form 4
September 21, 2005

FORM 4

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

OMB APPROVAL

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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 AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2005

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 09/20/2005 | | S ⁽¹⁾ | | 1,400 | D | \$ 24.29 |
| Class A Common Stock | 09/20/2005 | | S ⁽¹⁾ | | 300 | D | \$ 24.3 |
| Class A Common Stock | 09/20/2005 | | S ⁽¹⁾ | | 600 | D | \$ 24.31 |
| Class A Common | 09/20/2005 | | S ⁽¹⁾ | | 1,300 | D | \$ 24.32 |
| | | | | | | | 79,200 |

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| | | | | | | | | |
|----------------------------|------------|------------------------|--------|---|-------------|--------|--|---|
| Stock | | | | | | | | |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 300 | D | \$ 24.33 | 78,900 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 2,100 | D | \$ 24.4 | 76,800 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 1,800 | D | \$ 24.41 | 75,000 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 200 | D | \$ 24.45 | 74,800 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 3,200 | D | \$ 24.46 | 71,600 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 24.47 | 70,700 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 1,300 | D | \$ 24.48 | 69,400 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 1,200 | D | \$ 24.49 | 68,200 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 2,000 | D | \$ 24.5 | 66,200 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 600 | D | \$ 24.53 | 65,600 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 4,000 | D | \$ 24.54 | 61,600 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 15,000 | D | \$ 24.55 | 46,600 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 2,400 | D | \$ 24.56 | 44,200 | | D |
| Class A Common Stock | 09/20/2005 | <u>S⁽¹⁾</u> | 900 | D | \$ 24.58 | 43,300 | | D |

| | | | | | | | |
|----------------------------|------------|------------------|--------|---|-------------|--------|---|
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 3,900 | D | \$ 24.59 | 39,400 | D |
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 21,700 | D | \$ 24.6 | 17,700 | D |
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 2,000 | D | \$ 24.63 | 15,700 | D |
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 500 | D | \$ 24.68 | 15,200 | D |
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 7,500 | D | \$ 24.75 | 7,700 | D |
| Class A Common Stock | 09/20/2005 | S ⁽¹⁾ | 7,700 | D | \$ 24.89 | 0 | 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.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-----------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARK STEPHEN H /NC/
116 HUNTINGTON AVENUE
BOSTON, MA 02116

Former Director

Signatures

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

09/21/2005

 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 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.

Remarks:

The reporting person resigned as a director of the Company effective September 20, 2005. As a result of the foregoing, the rep

This is the third of three (3 of 3) Forms 4 being filed by the reporting person on the same date (9/21/05).

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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