

AMERICAN TOWER CORP /MA/  
Form SC 13D/A  
February 19, 2003

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

**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**AMENDMENT NO. 3\***

American Tower Corporation  
(Name of Issuer)

Class A Common Stock, \$.01 par value  
(Title of Class of Securities)

029912201  
(CUSIP Number)

SPO Partners & Co.  
591 Redwood Highway, Suite 3215  
Mill Valley, California 94941  
(415) 383-6600

with a copy to:

Alison S. Ressler  
Sullivan & Cromwell LLP  
1888 Century Park East  
Los Angeles, CA 90067  
(310) 712-6600

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 14, 2003  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>CUSIP No. 029912201</b>	
<b>1</b>	Name of Reporting Person: SPO Partners II, L.P.
<b>2</b>	Check the Appropriate Box if a Member of a Group: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC Use Only
<b>4</b>	Source of Funds: WC
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): <input type="checkbox"/>
<b>6</b>	Citizenship or Place of Organization: Delaware
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b> Sole Voting Power: 3,622,000(1)
	<b>8</b> Shared Voting Power: -0-
	<b>9</b> Sole Dispositive Power: 3,622,000(1)
	<b>10</b> Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 3,622,000(1)
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: <input type="checkbox"/>
<b>13</b>	Percent of Class Represented by Amount in Row 11: 2.0%
<b>14</b>	Type of Reporting Person: PN

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

**CUSIP No. 029912201**

<b>1</b>	Name of Reporting Person: SPO Advisory Partners, L.P.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: Not Applicable	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 3,622,000(1)(2)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 3,622,000(1)(2)
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 3,622,000(1)(2)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 2.0%	
<b>14</b>	Type of Reporting Person: PN	

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its corporate general partner, SPO Advisory Corp.

Page 4 of 32

**CUSIP No. 029912201**

<b>1</b>	Name of Reporting Person: San Francisco Partners II, L.P.
----------	--

<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: WC	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: California	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 595,900(1)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 595,900(1)()
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 595,900(1)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.3%	
<b>14</b>	Type of Reporting Person: PN	

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

Page 5 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: SF Advisory Partners, L.P.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	

<b>4</b>	Source of Funds: Not Applicable	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 595,900(1)(2)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 595,900(1)(2)
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 595,900(1)(2)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.3%	
<b>14</b>	Type of Reporting Person: PN	

(1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.

(2) Power is exercised through its corporate general partner, SPO Advisory Corp.

Page 6 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: SPO Advisory Corp.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: Not Applicable	

<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 4,217,900(1)(2)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 4,217,900(1)(2)
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 4,217,900(1)(2)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 2.3%	
<b>14</b>	Type of Reporting Person: CO	

(1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 3,622,000 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 595,900 of such shares.

(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

Page 7 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Cranberry Lake Partners, L.P.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: WC and OO	

<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: California	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 1,252,683(1)(2)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 1,252,683(1)(2)
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,252,683(1)(2)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.7%	
<b>14</b>	Type of Reporting Person: PN	

(1) Power is exercised through its sole general partner, the John and Irene Scully Trust, dated May 30, 1994, for which John H. Scully and Irene S. Scully are the trustees.

(2) Includes 1,223,300 shares of common stock held directly and 29,383 shares of common stock underlying 2.25% Convertible Notes due 2009.

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Netcong Newton Partners, L.P.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: WC	
<b>5</b>		[ ]

	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		
<b>6</b>	Citizenship or Place of Organization: California		
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 209,567(1)(2)	
	<b>8</b>	Shared Voting Power: -0-	
	<b>9</b>	Sole Dispositive Power: 209,567(1)(2)	
	<b>10</b>	Shared Dispositive Power: -0-	
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 209,567(1)(2)		
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:		[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.1%		
<b>14</b>	Type of Reporting Person: PN		

(1) Power is exercised through its sole general partner, The John and Irene Scully Trust, dated May 30, 1994, for which John H. Scully and Irene S. Scully are the trustees.

(2) Includes 150,800 shares of common stock held directly and 58,767 shares of common stock underlying 2.25% Convertible Notes due 2009.

<b>CUSIP No. 029912201</b>			
<b>1</b>	Name of Reporting Person: The John and Irene Scully Trust, dated May 30, 1994		
<b>2</b>	Check the Appropriate Box if a Member of a Group:		(a) [ ] (b) [X]
<b>3</b>	SEC Use Only		
<b>4</b>	Source of Funds: PF and OO		
<b>5</b>			[ ]



	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		
<b>6</b>	Citizenship or Place of Organization: California		
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 3,368,890(1)(2)	
	<b>8</b>	Shared Voting Power: -0-	
	<b>9</b>	Sole Dispositive Power: 3,368,890(1)(2)	
	<b>10</b>	Shared Dispositive Power: -0-	
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 3,368,890(1)(2)		
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:		[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 1.8%		
<b>14</b>	Type of Reporting Person: OO		

(1) Solely in its capacity as the sole general partner of Cranberry Lake Partners, L.P. with respect to 1,252,683 of such shares (including 29,383 shares of common stock underlying 2.25% Convertible Notes due 2009); solely in its capacity as the sole general partner of Netcong Newton Partners, L.P. with respect to 209,567 of such shares (including 58,767 shares of common stock underlying 2.25% Convertible Notes due 2009); and directly with respect to 1,906,640 of such shares.

(2) Power is exercised through its trustees, John H. Scully and Irene S. Scully.

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Phoebe Snow Foundation, Inc.	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>		

	Source of Funds: WC	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: California	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 906,200(1)
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 906,200(1)
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 906,200(1)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.5%	
<b>14</b>	Type of Reporting Person: CO	

(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

Page 11 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: John H. Scully	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: PF and Not Applicable	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]

<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 1,163,900(1)
	<b>8</b>	Shared Voting Power: 7,586,790(2)(3)
	<b>9</b>	Sole Dispositive Power: 1,163,900(1)
	<b>10</b>	Shared Dispositive Power: 7,586,790(2)(3)
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 8,750,690(1)(2)(3)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 4.7%	
<b>14</b>	Type of Reporting Person: IN	

(1) 257,700 of such shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, and 906,200 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.

(2) Of these, 4,217,900 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp., 1,252,683 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for the general partner of Cranberry Lake Partners, L.P., 209,567 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for the general partner of Netcong Newton Partners, L.P., and 1,906,640 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for The John and Irene Scully Trust, dated May 30, 1994.

(3) Includes 29,383 shares of common stock underlying 2.25% Convertible Notes held by Cranberry Lake Partners, L.P. and 58,767 shares of common stock underlying 2.25% Convertible Notes held by Netcong Newton Partners, L.P.

Page 12 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: William E. Oberndorf	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>		

	SEC Use Only	
<b>4</b>	Source of Funds: PF and Not Applicable	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 583,520(1)
	<b>8</b>	Shared Voting Power: 5,493,755(2)
	<b>9</b>	Sole Dispositive Power: 583,520(1)
	<b>10</b>	Shared Dispositive Power: 5,493,755(2)
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 6,077,275(1)(2)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 3.3%	
<b>14</b>	Type of Reporting Person: IN	

(1) 178,520 of such shares are held in William E. Oberndorf's Individual Retirement Accounts, which are self-directed, 375,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership, and 30,000 of such shares are owned by Mr. Oberndorf's minor children who share his household.

(2) Of these shares, 4,217,900 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp., 1,275,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/15/98, and 855 shares are held in Mr. Oberndorf's wife's Individual Retirement Account.

<b>CUSIP No. 029912201</b>	
<b>1</b>	Name of Reporting Person: William J. Patterson

<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: Not Applicable	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	<input type="checkbox"/>
<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: -0-
	<b>8</b>	Shared Voting Power: 4,217,900(1)
	<b>9</b>	Sole Dispositive Power: -0-
	<b>10</b>	Shared Dispositive Power: 4,217,900
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 4,217,900(1)	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	<input type="checkbox"/>
<b>13</b>	Percent of Class Represented by Amount in Row 11: 2.3%	
<b>14</b>	Type of Reporting Person: IN	

(1) These 4,217,900 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of three controlling persons of SPO Advisory Corp.

Page 14 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: David M. Kashen	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>		

	SEC Use Only	
<b>4</b>	Source of Funds: PF	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 5,000
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 5,000
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 5,000	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%	
<b>14</b>	Type of Reporting Person: IN	

\*\* Denotes less than.

Page 15 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Edward H. McDermott	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: PF	

<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		[ ]
<b>6</b>	Citizenship or Place of Organization: USA		
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 4,900	
	<b>8</b>	Shared Voting Power: -0-	
	<b>9</b>	Sole Dispositive Power: 4,900	
	<b>10</b>	Shared Dispositive Power: -0-	
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 4,900		
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:		[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%		
<b>14</b>	Type of Reporting Person: IN		

\*\* Denotes less than.

Page 16 of 32

<b>CUSIP No. 029912201</b>			
<b>1</b>	Name of Reporting Person: Kurt C. Mobley		
<b>2</b>	Check the Appropriate Box if a Member of a Group:		(a) [ ] (b) [X]
<b>3</b>	SEC Use Only		
<b>4</b>	Source of Funds: PF		
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		[ ]
<b>6</b>	Citizenship or Place of Organization: USA		

<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 16,000
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 16,000
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 16,000	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%	
<b>14</b>	Type of Reporting Person: IN	

\*\* Denotes less than.

Page 17 of 32

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Brian Scully	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: PF	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING</b>	<b>7</b>	Sole Voting Power: 10,000
	<b>8</b>	Shared Voting Power: -0-



<b>PERSON WITH</b>	<b>9</b>	Sole Dispositive Power: 10,000
	<b>10</b>	Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 10,000	
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%	
<b>14</b>	Type of Reporting Person: IN	

\*\* Denotes less than.

<b>CUSIP No. 029912201</b>		
<b>1</b>	Name of Reporting Person: Vincent Scully	
<b>2</b>	Check the Appropriate Box if a Member of a Group:	(a) [ ] (b) [X]
<b>3</b>	SEC Use Only	
<b>4</b>	Source of Funds: PF	
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[ ]
<b>6</b>	Citizenship or Place of Organization: USA	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	Sole Voting Power: 6,600
	<b>8</b>	Shared Voting Power: -0-
	<b>9</b>	Sole Dispositive Power: 6,600
	<b>10</b>	Shared Dispositive Power: -0-

<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 6,600
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: <input type="checkbox"/>
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%
<b>14</b>	Type of Reporting Person: IN

\*\* Denotes less than.

Page 19 of 32

<b>CUSIP No. 029912201</b>	
<b>1</b>	Name of Reporting Person: Betty Jane Weimer
<b>2</b>	Check the Appropriate Box if a Member of a Group: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	SEC Use Only
<b>4</b>	Source of Funds: PF
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): <input type="checkbox"/>
<b>6</b>	Citizenship or Place of Organization: USA
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b> Sole Voting Power: 18,000
	<b>8</b> Shared Voting Power: -0-
	<b>9</b> Sole Dispositive Power: 18,000
	<b>10</b> Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 18,000
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: <input type="checkbox"/>

<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%
<b>14</b>	Type of Reporting Person: IN

\*\* Denotes less than.

Page 20 of 32

<b>CUSIP No. 029912201</b>	
<b>1</b>	Name of Reporting Person: Michael B. Yuen
<b>2</b>	Check the Appropriate Box if a Member of a Group: (a) [ ] (b) [X]
<b>3</b>	SEC Use Only
<b>4</b>	Source of Funds: PF
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): [ ]
<b>6</b>	Citizenship or Place of Organization: USA
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b> Sole Voting Power: 3,700
	<b>8</b> Shared Voting Power: -0-
	<b>9</b> Sole Dispositive Power: 3,700
	<b>10</b> Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 3,700
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: [ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: **0.1%
<b>14</b>	Type of Reporting Person: IN

\*\* Denotes less than.

<b>CUSIP No. 029912201</b>	
<b>1</b>	Name of Reporting Person: Oberndorf Family Partners
<b>2</b>	Check the Appropriate Box if a Member of a Group: (a) [ ] (b) [X]
<b>3</b>	SEC Use Only
<b>4</b>	Source of Funds: WC
<b>5</b>	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): [ ]
<b>6</b>	Citizenship or Place of Organization: California
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b> Sole Voting Power: 375,000(1)
	<b>8</b> Shared Voting Power: -0-
	<b>9</b> Sole Dispositive Power: 375,000(1)
	<b>10</b> Shared Dispositive Power: -0-
<b>11</b>	Aggregate Amount Beneficially Owned by Each Reporting Person: 375,000(1)
<b>12</b>	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: [ ]
<b>13</b>	Percent of Class Represented by Amount in Row 11: 0.2%
<b>14</b>	Type of Reporting Person: PN

(1) Power is exercised through its sole general partner, William E. Oberndorf.

This Amendment No. 3 amends the Schedule 13D (the Original 13D ) filed with the Securities and Exchange Commission ( SEC ) on February 14, 2002, as amended on July 17, 2002 and September 26, 2002. Unless otherwise stated herein, the Original 13D, as previously amended, remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13D, as amended.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

This statement relates to the shares of Class A common stock, par value \$.01 per share (the Shares ) and the 2.25% Convertible Notes due 2009 (the Notes and, together with the Shares, the Equity Securities ) of American Tower Corporation (the Issuer ). The principal executive offices of the Issuer are located at 116 Huntington Avenue, Boston, Massachusetts 02116.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety as follows:

(a) The undersigned hereby file this Schedule 13D Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership ( SPO ), SPO Advisory Partners, L.P., a Delaware limited partnership ( SPO Advisory Partners ), San Francisco Partners II, L.P., a California limited partnership ( SFP ), SF Advisory Partners, L.P., a Delaware limited partnership ( SF Advisory Partners ), SPO Advisory Corp., a Delaware corporation ( SPO Advisory Corp. ), Cranberry Lake Partners, L.P., a California limited partnership ( CLP ), Netcong Newton Partners, L.P., a California limited partnership ( NNP ), The John and Irene Scully Trust, dated May 30, 1994 ( Scully Trust ), Phoebe Snow Foundation, Inc., a California corporation ( PS Foundation ), John H. Scully ( JHS ), William E. Oberndorf ( WEO ), William J. Patterson ( WJP ), David M. Kashen ( DMK ), Edward H. McDermott ( EHM ), Kurt C. Mobley ( KCM ), Brian Scully ( BS ), Vincent Scully ( VS ), Betty Jane Weimer ( BJW ), Michael B. Yuen ( MBY ) and Oberndorf Family Partners ( OFP ). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., CLP, NNP, Scully Trust, PS Foundation, JHS, WEO, WJP, DMK, EHM, KCM, BS, VS, BJW, MBY and OFP are sometimes hereinafter referred to as the Reporting Persons. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b) (c)

**SPO**

SPO is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SPO, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Securities Exchange Act of 1934, as amended (the Act ), certain information with respect to SPO Advisory Partners, the sole general partner of SPO, is set forth below.

**SPO Advisory Partners**

SPO Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SPO. The principal business address of SPO Advisory Partners,

Page 23 of 32

which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SPO Advisory Partners, is set forth below.

## **SFP**

SFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SF Advisory Partners, the sole general partner of SFP, is set forth below.

## **SF Advisory Partners**

SF Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SFP. The principal business address of SF Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SF Advisory Partners, is set forth below.

## **SPO Advisory Corp.**

SPO Advisory Corp. is a Delaware corporation, the principal business of which is serving as the general partner of each of SPO Advisory Partners and SF Advisory Partners. The principal address of SPO Advisory Corp., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, WEO and WJP, the three controlling persons of SPO Advisory Corp., is set forth below.

## **CLP**

CLP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of CLP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to Scully Trust, the sole general partner of CLP, is set forth below.

## **NNP**

NNP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of NNP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to Scully Trust, the sole general partner of NNP, is set forth below.

## **Scully Trust**

Scully Trust is a living trust, established for the benefit of JHS and his wife, Irene Scully. Scully Trust is also the sole general partner of CLP and NNP. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, trustee for the Scully Trust, is set forth below. The principal business address of Scully Trust, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941.

## **PS Foundation**

PS Foundation is a California corporation, the principal purpose of which is to be a private, grant-making charitable entity. The principal business address of PS Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, sole director, executive officer and controlling person of PS Foundation, is set forth below.

**JHS**

JHS business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co., a Delaware corporation. The principal business of SPO Partners & Co. is operating as an investment firm. The principal address of SPO Partners & Co., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of three controlling persons of SPO Advisory Corp., the corporate general partner of each of SPO Advisory Partners and SF Advisory Partners. JHS is also a trustee for Scully Trust, which serves as the sole general partner of CLP and NNP and the sole director, executive officer and controlling person of PS Foundation.

**WEO**

WEO s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WEO is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners. WEO is also a trustee for the William and Susan Oberndorf Trust, dated 10/15/98, the sole general partner of OFP and a controlling person of O Foundation.

**WJP**

WJP s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WJP is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners.

**DMK**

DMK s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as an associate for SPO Partners & Co.

**EHM**

EHM s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a partner for SPO Partners & Co.

**KCM**

KCM s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a partner for SPO Partners & Co.

**BS**

BS s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. He is not presently employed.

**VS**

VS s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. He is presently self-employed.

**BJW**

BJW s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. She is retired.

**MBY**

MBY s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is as a partner for SPO Partners & Co.

**OFP**

OFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of OFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WEO, the sole general partner of OFP, is set forth below.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and restated in its entirety as follows:

The source and amount of the funds used or to be used by the Reporting Persons to purchase the Shares and the Notes are as follows:

<b>Name</b>	<b>Source of Funds</b>	<b>Amount of Funds</b>
SPO	Contributions from Partners	\$33,282,845.77 (2)
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$4,717,922.82 (3)
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
CLP	Contributions from Partners	\$5,211,348.56 (4) (5)
NNP	Contributions from Partners	\$1,484,760.90 (6)



Edgar Filing: AMERICAN TOWER CORP /MA/ - Form SC 13D/A

Scully Trust	Personal Funds (1)	\$8,229,523.04 (7)
PS Foundation	Contributions from Shareholders	\$7,138,426.47
JHS	Personal Funds (1)	\$1,524,425.20

Page 26 of 32

WEO	Personal Funds (1)	\$7,099,395.28
WJP	Not Applicable	Not Applicable
DMK	Personal Funds (1)	\$24,811.65
EHM	Personal Funds (1)	\$26,989.90
KCM	Personal Funds (1)	\$89,620.10
BS	Personal Funds (1)	\$58,368.29
VS	Personal Funds (1)	\$44,370.15
BJW	Personal Funds (1)	\$104,592.00
MBY	Personal Funds (1)	\$14,911.00
OFF	Contributions from Partners	\$1,819,449.65

(1) As used herein, the term "Personal Funds" includes sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specific purpose of acquiring, holding, trading or voting the Shares.

(2) Net of \$9,703,069.72 in proceeds received from the sale of Shares.

(3) Net of \$1,579,620.82 in proceeds received from the sale of Shares.

(4) Of this amount, \$4,641,348.56 was used to purchase Shares and \$570,000 was used to purchase Notes.

(5) Net of \$762,403.80 in proceeds received from the sale of Shares.

(6) Of this amount, \$334,760.90 was used to purchase Shares and \$1,140,000 was used to purchase Notes.

(7) Net of \$1,682,949.41 in proceeds received from the sale of Shares.

Page 27 of 32

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 185,351,945 total outstanding shares of Class A Common Stock, as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on November 14, 2002.

**SPO**

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,622,000 Shares, which constitutes approximately 2.0% of the outstanding Shares.

#### **SPO Advisory Partners**

Because of its position as the sole general partner of SPO, SPO Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 3,622,000 Shares, which constitutes approximately 2.0% of the outstanding Shares.

#### **SFP**

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 595,900 Shares, which constitutes approximately 0.3% of the outstanding Shares.

#### **SF Advisory Partners**

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 595,900 Shares, which constitutes approximately 0.3% of the outstanding Shares.

#### **SPO Advisory Corp.**

Because of its positions as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial

owner of 4,217,900 Shares in the aggregate, which constitutes approximately 2.3% of the outstanding Shares.

#### **CLP**

The aggregate number of Shares that CLP owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,252,683 Shares (including 29,383 Shares underlying Notes), which constitutes approximately 0.7% of the outstanding Shares.

#### **NNP**

The aggregate number of Shares that NNP owns beneficially, pursuant to Rule 13d-3 of the Act, is 209,567 Shares (including 58,767 Shares underlying Notes), which constitutes approximately 0.1% of the outstanding Shares.

#### **Scully Trust**

Individually, and because of its positions as the sole general partner of each of CLP and NPP, Scully Trust may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 3,368,890 Shares (including 29,383 Shares underlying Notes held by CLP and 58,767 Shares underlying Notes held by NNP), which constitutes approximately 1.8% of the outstanding Shares.

#### **PS Foundation**

The aggregate number of Shares that PS Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 906,200 Shares, which constitutes approximately 0.5% of the outstanding Shares.

#### **JHS**

Individually, and because of his positions as a control person of SPO Advisory Corp., trustee for Scully Trust, which serves as the sole general partner of CLP and NNP, and controlling person, sole director and officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 8,750,690 Shares (including 88,150 Shares underlying Notes), which constitutes approximately 4.7% of the outstanding Shares.

**WEO**

Individually, and because of his positions as a control person of SPO Advisory Corp., sole general partner of Oberndorf Family Partners, and trustee of the William and Susan Oberndorf Trust, dated 10/15/98, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 6,077,275 Shares in the aggregate, which constitutes approximately 3.3% of the outstanding Shares.

**WJP**

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,217,900 Shares in the aggregate, which constitutes approximately 2.3% of the outstanding Shares.

**DMK**

The aggregate number of Shares that DMK owns beneficially, pursuant to Rule 13d-3 of the Act, is 5,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

Page 29 of 32

**EHM**

The aggregate number of shares that EHM owns beneficially, pursuant to Rule 13d-3 of the Act, is 4,900 Shares, which constitutes less than 0.1% of the outstanding Shares.

**KCM**

The aggregate number of shares that KCM owns beneficially, pursuant to Rule 13d-3 of the Act, is 16,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

**BS**

The aggregate number of shares that BS owns beneficially, pursuant to Rule 13d-3 of the Act, is 10,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

**VS**

The aggregate number of shares that VS owns beneficially, pursuant to Rule 13d-3 of the Act, is 6,600 Shares, which constitutes less than 0.1% of the outstanding Shares.

**BJW**

The aggregate number of shares that BJW owns beneficially, pursuant to Rule 13d-3 of the Act, is 18,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

**MBY**

The aggregate number of shares that MBY owns beneficially, pursuant to Rule 13d-3 of the Act, is 3,700 Shares, which constitutes less than 0.1% of the outstanding Shares.

**OFP**

The aggregate number of shares that OFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 375,000, which constitutes approximately 0.2% of the outstanding Shares.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b)

**SPO**

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,622,000 Shares.

**SPO Advisory Partners**

Acting through its general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,622,000 Shares.

**SFP**

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 595,900 Shares.

**SF Advisory Partners**

Acting through its general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 595,900 Shares.

**SPO Advisory Corp.**

Acting through its controlling persons and in its capacities as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 4,217,900 Shares in the aggregate.

**CLP**

Acting through its sole general partner, CLP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,252,683 Shares (including 29,383 Shares underlying Notes).

Page 30 of 32

**NNP**

Acting through its sole general partner, NNP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 209,567 Shares (including 58,767 Shares underlying Notes).

**Scully Trust**

Acting through its trustees and in its capacities as the sole general partner of each of CLP and NNP, Scully Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,462,250 Shares in the aggregate (including 88,150 Shares underlying Notes). Acting through its trustees, Scully Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,906,640 Shares in the aggregate.

### **PS Foundation**

Acting through its controlling person, PS Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 906,200 Shares.

### **JHS**

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 4,217,900 Shares held by SPO and SFP in the aggregate. Because of his positions as a trustee for Scully Trust, which serves as the sole general partner of CLP and NNP, JHS may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 3,368,890 Shares held by CLP, NNP and Scully Trust in the aggregate (including 29,383 Shares underlying Notes held by CLP and 58,767 Shares underlying Notes held by NPP). JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 257,700 Shares held in the John H. Scully Individual Retirement Account, a self-directed individual retirement account, and 906,200 shares held by the PS Foundation, for which JHS is the controlling person, sole director and officer.

### **WEO**

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 4,217,900 Shares held by SPO and SFP in the aggregate. WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,275,000 Shares held in the William and Susan Oberndorf Trust, dated 10/15/98, and 855 Shares held in his wife's Individual Retirement Account. Individually, and because of his position as the sole general partner of Oberndorf Family Partners, a family partnership, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 375,000 shares held by Oberndorf Family Partners, 178,520 Shares held in Mr. Oberndorf's Individual Retirement Accounts, which are self directed, and 30,000 Shares owned by his minor children.

### **WJP**

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 4,217,900 Shares held by SPO and SFP in the aggregate.

Page 31 of 32

### **DMK**

DMK has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 5,000 Shares.

### **EHM**

EHM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 4,900 Shares.

**KCM**

KCM has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 16,000 Shares.

**BS**

BS has the sole power to vote or to direct the vote and to dispose or direct the disposition of 10,000 Shares.

**VS**

VS has the sole power to vote or to direct the vote and to dispose or direct the disposition of 6,600 Shares.

**BJW**

BJW has the sole power to vote or to direct the vote and to dispose or direct the disposition of 18,000 Shares.

**MBY**

MBY has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 3,700 Shares.

**OFP**

OFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 375,000 Shares.

(c) Since the most recent filing on Schedule 13D, the Reporting Persons purchased Equity Securities in open market transactions on the New York Stock Exchange ( NYSE ) as set forth on Schedule I attached hereto.

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in Equity Securities since the most recent filing on Schedule 13D.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, the Equity Securities owned by such Reporting Person.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Agreement pursuant to Rule 13d-1(k)

Exhibit B - Power of Attorney

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 18, 2003

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. (1)  
SPO ADVISORY PARTNERS,  
L.P. (1)  
SAN FRANCISCO PARTNERS  
II, L.P. (1)  
SF ADVISORY PARTNERS, L.P.  
(1)  
SPO ADVISORY CORP. (1)  
CRANBERRY LAKE  
PARTNERS, L.P. (1)  
NETCONG NEWTON  
PARTNERS, L.P. (1)  
THE JOHN AND IRENE  
SCULLY TRUST, DATED MAY  
30, 1994 (1)  
PHOEBE SNOW FOUNDATION,  
INC. (1)  
JOHN H. SCULLY (1)  
WILLIAM J. PATTERSON (1)  
WILLIAM E. OBERNDORF (1)  
DAVID M. KASHEN (1)  
EDWARD H. MCDERMOTT (1)  
KURT C. MOBLEY (1)  
BRIAN SCULLY (2)  
VINCENT SCULLY (2)  
BETTY JANE WEIMER (2)  
MICHAEL B. YUEN (1)  
OBERNDORF FAMILY  
PARTNERS (2)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed as Exhibit B.

**SCHEDULE I TO**

**SCHEDULE 13D AMENDMENT NO. 3**

**COMMON STOCK**

<b>Reporting Person</b>	<b>Date of Transaction</b>	<b>Type</b>	<b>Number of Shares</b>	<b>Price Per Share</b>	<b>Where/How Transaction Effected</b>
SPO Partners II, L.P.	02/07/03	Sell	64,500	4.73	Open Market/Broker
San Francisco Partners, L.P.	02/07/03	Sell	10,500	4.73	Open Market/Broker
SPO Partners II, L.P.	02/10/03	Sell	61,400	4.54	Open Market/Broker
San Francisco Partners, L.P.	02/10/03	Sell	10,000	4.54	Open Market/Broker
SPO Partners II, L.P.	02/11/03	Sell	613,700	4.53	Open Market/Broker
San Francisco Partners, L.P.	02/11/03	Sell	99,900	4.53	Open Market/Broker
SPO Partners II, L.P.	02/12/03	Sell	615,000	4.47	Open Market/Broker
San Francisco Partners, L.P.	02/12/03	Sell	100,000	4.47	Open Market/Broker
SPO Partners II, L.P.	02/13/03	Sell	100,700	4.54	Open Market/Broker
San Francisco Partners, L.P.	02/13/03	Sell	16,400	4.54	Open Market/Broker
SPO Partners II, L.P.	02/14/03	Sell	675,000	4.64	Open Market/Broker
San Francisco Partners, L.P.	02/14/03	Sell	110,000	4.64	Open Market/Broker

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Document Description</b>	<b>Page No.</b>
A	Agreement Pursuant to Rule 13d-1(k)	1
B	Power of Attorney	2

## Exhibit A

Pursuant to Rule 13d-1(k) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

DATED: February 18, 2003

By: /s/ Kim M. Silva

\_\_\_\_\_  
Kim M. Silva



Attorney-in-Fact for:

SPO PARTNERS II, L.P. (1)  
SPO ADVISORY PARTNERS, L.P. (1)  
SAN FRANCISCO PARTNERS II, L.P. (1)  
SF ADVISORY PARTNERS, L.P. (1)  
SPO ADVISORY CORP. (1)  
CRANBERRY LAKE PARTNERS, L.P. (1)  
NETCONG NEWTON PARTNERS, L.P. (1)  
THE JOHN AND IRENE SCULLY TRUST,  
DATED MAY 30, 1994 (1)  
PHOEBE SNOW FOUNDATION, INC. (1)  
JOHN H. SCULLY (1)  
WILLIAM J. PATTERSON (1)  
WILLIAM E. OBERNDORF (1)  
DAVID KASHEN (1)  
EDWARD H. MCDERMOTT (1)  
KURT C. MOBLEY (1)  
BRIAN SCULLY (2)  
VINCENT SCULLY (2)  
BETTY JANE WEIMER (2)  
MICHAEL B. YUEN (1)  
OBERNDORF FAMILY PARTNERS (2)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

(2) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed as Exhibit B.

Exhibits Page 1

#### Exhibit B

#### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that Brian Scully, Vincent Scully, Betty Jane Weimer and Oberndorf Family Partners (each a Grantor ) have made, constituted and appointed, and by these presents do make, constitute and appoint, each of William E. Oberndorf and Kim M. Silva (each an Attorney ), the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in Grantor's name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto pursuant to Section 13(d) or Section 16 under the Securities Exchange Act of 1934.
2. To do all such other acts and things as, in such Attorney's discretion, he or she deems appropriate or desirable for the purpose of filing such statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto.

3. To appoint in writing one or more substitutes who shall have the power to act on behalf of the Grantor as if that substitute or those substitutes shall have been originally appointed Attorney(s) by this Power of Attorney and/or to revoke any such appointment at any time without assigning any reason therefor.

The Grantor hereby ratifies and confirms all that said agents and attorneys-in-fact or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or to file reports under Section 13(d) of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by American Tower Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The words Grantor and Attorney shall include all grantors and attorneys under this Power of Attorney.

Exhibits Page 2

IN WITNESS WHEREOF, each Grantor duly assents to this Power of Attorney by his or her signature as of the 18th day of February, 2003.

Brian Scully  
/s/ BRIAN SCULLY

---

Vincent Scully  
/s/ VINCENT SCULLY

---

Betty Jane Weimer  
/s/ BETTY JANE WEIMER

---

Oberndorf Family Partners

By: William E. Oberndorf  
/s/ WILLIAM E. OBERNDORF

---

William E. Oberndorf

Exhibits Page 3