

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 <sup>(1)</sup>		1,400	D	\$ 24.29
Class A Common Stock	09/20/2005		S <sup>(1)</sup>		300	D	\$ 24.3
Class A Common Stock	09/20/2005		S <sup>(1)</sup>		600	D	\$ 24.31
Class A Common	09/20/2005		S <sup>(1)</sup>		1,300	D	\$ 24.32
							79,200

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

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

Reporting Owners

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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