

AMERICAN TOWER CORP /MA/
Form 4
August 16, 2007

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 *
HESS WILLIAM H

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)
08/15/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Int'l. Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/15/2007		M		25,003	A	\$ 4.7 48,480
Class A Common Stock	08/15/2007		M		19,167	A	\$ 10.5 67,647
Class A Common Stock	08/15/2007		M		50,000	A	\$ 11 117,647
Class A Common	08/15/2007		M		22,500	A	\$ 140,147 12.11

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Stock							
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	470	D	\$ 38.01	139,677	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.03	139,277	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	300	D	\$ 38.12	138,977	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.13	138,477	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	900	D	\$ 38.14	137,577	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.15	137,077	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.25	136,677	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.26	136,277	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.27	135,877	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	600	D	\$ 38.28	135,277	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.29	134,777	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	400	D	\$ 38.3	134,377	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,400	D	\$ 38.31	132,977	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,600	D	\$ 38.32	131,377	D

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Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.33	130,877	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	2,400	D	\$ 38.34	128,477	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,100	D	\$ 38.35	127,377	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	500	D	\$ 38.36	126,877	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	900	D	\$ 38.37	125,977	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	2,800	D	\$ 38.38	123,177	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 38.39	122,177	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	4,200	D	\$ 38.4	117,977	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,700	D	\$ 38.41	116,277	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	3,700	D	\$ 38.42	112,577	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	1,100	D	\$ 38.43	111,477	D
Class A Common Stock	08/15/2007	<u>S⁽¹⁾</u>	900	D	\$ 38.44	110,577	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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to purchase Class A Common Stock	\$ 4.7	08/15/2007		M	25,003	<u>(2)</u> 11/14/2012	Class A Common Stock	25,003	
Option to purchase Class A Common Stock	\$ 10.5	08/15/2007		M	19,167	<u>(3)</u> 11/17/2013	Class A Common Stock	19,167	
Option to purchase Class A Common Stock	\$ 11	08/15/2007		M	50,000	<u>(4)</u> 09/07/2011	Class A Common Stock	50,000	
Option to purchase Class A Common Stock	\$ 12.11	08/15/2007		M	22,500	<u>(5)</u> 03/04/2014	Class A Common Stock	22,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESS WILLIAM H 116 HUNTINGTON AVENUE BOSTON, MA 02116			EVP, Int'l. Operations	

Signatures

/s/ Nathaniel B. Sisitsky, as attorney-in-fact 08/16/2007

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 14, 2003.
- (3) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning November 17, 2004.
- (4) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning September 7, 2002.
- (5) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning March 4, 2005.

Remarks:

This Form 4 is the first of three being filed to report sales of an aggregate of 116,670 shares of Class A Common Stock on Au

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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