

AMERICAN TOWER CORP /MA/

Form 4

February 09, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GEARON J MICHAEL JR

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 AVE.

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Pres., American Tower Int'l

BOSTON, MA 02116

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 01/03/2005                              |                                                             | G                                    | V 1,204 D \$ 0                                                             | 1,506,035                                                                                                          | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 01/03/2005                              |                                                             | G                                    | V 1,204 D \$ 0                                                             | 1,504,831                                                                                                          | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 01/03/2005                              |                                                             | G                                    | V 1,204 D \$ 0                                                             | 1,503,627                                                                                                          | D                                                                    |                                                                   |
| Class A<br>Common                         | 01/03/2005                              |                                                             | G                                    | V 1,204 D \$ 0                                                             | 1,502,423                                                                                                          | D                                                                    |                                                                   |

Stock <sup>(1)</sup>

Class A

|                             |            |   |   |       |   |      |           |   |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | D | \$ 0 | 1,501,219 | D |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|

Class A

|                             |            |   |   |       |   |      |           |   |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | D | \$ 0 | 1,500,015 | D |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|

Class A

|                             |            |   |   |       |   |      |           |   |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | D | \$ 0 | 1,498,811 | D |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|

Class A

|                             |            |   |   |       |   |      |           |   |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | D | \$ 0 | 1,497,607 | D |
|-----------------------------|------------|---|---|-------|---|------|-----------|---|

Class A

|                             |            |   |   |       |   |      |       |   |                |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | A | \$ 0 | 2,424 | I | By minor child |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|

Class A

|                             |            |   |   |       |   |      |       |   |                |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | A | \$ 0 | 2,424 | I | By minor child |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|

Class A

|                             |            |   |   |       |   |      |       |   |                |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|
| Common Stock <sup>(1)</sup> | 01/03/2005 | G | V | 1,204 | A | \$ 0 | 2,424 | I | By minor child |
|-----------------------------|------------|---|---|-------|---|------|-------|---|----------------|

Class A

|                             |  |  |  |  |  |  |     |   |                               |
|-----------------------------|--|--|--|--|--|--|-----|---|-------------------------------|
| Common Stock <sup>(1)</sup> |  |  |  |  |  |  | 452 | I | By partnership <sup>(2)</sup> |
|-----------------------------|--|--|--|--|--|--|-----|---|-------------------------------|

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or                                                                |

Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                             |       |
|----------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                     | Other |
| GEARON J MICHAEL JR<br>116 HUNTINGTON AVE.<br>BOSTON, MA 02116 |               |           | Pres., American Tower Int'l |       |

## Signatures

/s/ J. Michael  
Gearon, Jr.                      02/09/2005

\_\_Signature of Reporting                      Date  
Person

## 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) This Form 4 is being filed voluntarily to report Mr. Gearon's gift of an aggregate of 9,632 shares of Class A Common Stock on January 3, 2005.
- (2) Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

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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