

AMERICAN TOWER CORP /MA/
Form 4
October 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)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2007

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

116 HUNTINGTON AVENUE

(Street)

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

BOSTON, MA 02116

(City) (State) (Zip)

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 | 10/15/2007 | | M | | 37,500 | A | \$ 12.11 |
| Class A Common Stock | 10/15/2007 | | S ⁽¹⁾ | | 2,000 | D | \$ 42.93 |
| Class A Common Stock | 10/15/2007 | | S ⁽¹⁾ | | 4,300 | D | \$ 42.94 |
| Class A Common | 10/15/2007 | | S ⁽¹⁾ | | 700 | D | \$ 75,534 |
| | | | | | | | 42.95 |

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| | | | | | | | | |
|----------------------------|------------|------------------------|-------|---|-------------|--------|---|--|
| Stock | | | | | | | | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 2,000 | D | \$ 42.96 | 73,534 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 3,600 | D | \$ 43.05 | 69,934 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.06 | 69,734 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.07 | 69,534 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.08 | 69,334 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.09 | 69,134 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 400 | D | \$ 43.1 | 68,734 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.11 | 68,534 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 900 | D | \$ 43.16 | 67,634 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 800 | D | \$ 43.19 | 66,834 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 43.2 | 65,834 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 800 | D | \$ 43.22 | 65,034 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 1,200 | D | \$ 43.23 | 63,834 | D | |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 800 | D | \$ 43.24 | 63,034 | D | |

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| | | | | | | | |
|----------------------------|------------|------------------------|-------|---|-------------|--------|---|
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 500 | D | \$ 43.25 | 62,534 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 2,500 | D | \$ 43.26 | 60,034 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 500 | D | \$ 43.31 | 59,534 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 43.32 | 58,534 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 600 | D | \$ 43.33 | 57,934 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 500 | D | \$ 43.35 | 57,434 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 1,100 | D | \$ 43.38 | 56,334 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 1,600 | D | \$ 43.39 | 54,734 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 43.43 | 54,634 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 3,400 | D | \$ 43.44 | 51,234 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 100 | D | \$ 43.47 | 51,134 | D |
| Class A Common Stock | 10/15/2007 | <u>S⁽¹⁾</u> | 200 | D | \$ 43.48 | 50,934 | 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)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase Class A Common Stock | \$ 12.11 | 10/15/2007 | | M | 37,500 | (2) 03/04/2014 | Class A Common Stock | 37,500 |

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
 10/16/2007
 **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 50% cumulative annual increments beginning March 4, 2005.

Remarks:

This Form 4 is the first of two being filed to report sales of an aggregate of 37,500 shares of Class A Common Stock on October 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.