

CLARK STEPHEN H /NC/

Form 4

September 21, 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

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(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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Former Director

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 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	09/19/2005		S ⁽¹⁾		100	D	\$ 24.96	283,000	D	
Class A Common Stock	09/19/2005		S ⁽¹⁾		35,000	D	\$ 25	248,000	D	
Class A Common Stock	09/19/2005		S ⁽¹⁾		16,300	D	\$ 25.01	231,700	D	
Class A Common	09/19/2005		S ⁽¹⁾		23,000	D	\$ 25.02	208,700	D	

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Stock							
Class A Common Stock	09/19/2005	<u>S⁽¹⁾</u>	200	D	\$ 25.03	208,500	D
Class A Common Stock	09/19/2005	<u>S⁽¹⁾</u>	10,000	D	\$ 25.04	198,500	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	5,000	D	\$ 24	193,500	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	5,100	D	\$ 24.01	188,400	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	1,000	D	\$ 24.02	187,400	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	7,800	D	\$ 24.03	179,600	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	11,100	D	\$ 24.04	168,500	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	4,400	D	\$ 24.05	164,100	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	3,400	D	\$ 24.06	160,700	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	6,300	D	\$ 24.07	154,400	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	8,900	D	\$ 24.08	145,500	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	12,100	D	\$ 24.09	133,400	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	26,800	D	\$ 24.1	106,600	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	3,800	D	\$ 24.11	102,800	D

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Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	2,300	D	\$ 24.12	100,500	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	2,300	D	\$ 24.13	98,200	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	600	D	\$ 24.14	97,600	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	1,300	D	\$ 24.15	96,300	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	600	D	\$ 24.16	95,700	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	2,800	D	\$ 24.17	92,900	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	4,100	D	\$ 24.18	88,800	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	1,900	D	\$ 24.19	86,900	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	600	D	\$ 24.2	86,300	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	3,000	D	\$ 24.21	83,300	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	400	D	\$ 24.27	82,900	D
Class A Common Stock	09/20/2005	<u>S⁽¹⁾</u>	100	D	\$ 24.28	82,800	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
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 second of three (2 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. 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.