AMERICAN TOWER CORP /MA/

Form 4

June 03, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 [*] TAICLET JAMES D 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 AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008	__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chairman, President and CEO
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
BOSTON, MA 02116		_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	06/02/2008		M		36,557	A	$ 5.98	44,557	D	
Class A Common Stock	06/02/2008		S(1)		100	D	$ 44.69	44,457	D	
Class A Common Stock	06/02/2008		S(1)		200	D	$ 44.71	44,257	D	
Class A Common	06/02/2008		S(1)		100	D	$ 44.72	44,157	D	

Stock

Class A Common Stock	06/02/2008	S(1)	100	D	$ 44.73	44,057	D
Class A Common Stock	06/02/2008	S(1)	100	D	$ 44.74	43,957	D
Class A Common Stock	06/02/2008	S(1)	400	D	$ 44.75	43,557	D
Class A Common Stock	06/02/2008	S(1)	100	D	$ 44.76	43,457	D
Class A Common Stock	06/02/2008	S(1)	800	D	$ 44.77	42,657	D
Class A Common Stock	06/02/2008	S(1)	1,400	D	$ 44.78	41,257	D
Class A Common Stock	06/02/2008	S(1)	757	D	$ 44.79	40,500	D
Class A Common Stock	06/02/2008	S(1)	1,400	D	$ 44.8	39,100	D
Class A Common Stock	06/02/2008	S(1)	1,300	D	$ 44.81	37,800	D
Class A Common Stock	06/02/2008	S(1)	1,500	D	$ 44.82	36,300	D
Class A Common Stock	06/02/2008	S(1)	1,200	D	$ 44.83	35,100	D
Class A Common Stock	06/02/2008	S(1)	1,900	D	$ 44.84	33,200	D
Class A Common Stock	06/02/2008	S(1)	1,900	D	$ 44.85	31,300	D
Class A Common Stock	06/02/2008	S(1)	3,000	D	$ 44.86	28,300	D

Class A Common Stock	06/02/2008		S[(1)]	2,000	D	$ 44.87	26,300	D
Class A Common Stock	06/02/2008		S[(1)]	1,100	D	$ 44.88	25,200	D
Class A Common Stock	06/02/2008		S[(1)]	1,200	D	$ 44.89	24,000	D
Class A Common Stock	06/02/2008		S[(1)]	1,500	D	$ 44.9	22,500	D
Class A Common Stock	06/02/2008		S[(1)]	1,200	D	$ 44.91	21,300	D
Class A Common Stock	06/02/2008		S[(1)]	1,400	D	$ 44.92	19,900	D
Class A Common Stock	06/02/2008		S[(1)]	1,100	D	$ 44.93	18,800	D
Class A Common Stock	06/02/2008		S[(1)]	1,100	D	$ 44.94	17,700	D
Class A Common Stock	06/02/2008		S[(1)]	1,100	D	$ 44.95	16,600	D
Class A Common Stock	06/02/2008		S[(1)]	900	D	$ 44.96	15,700	D
Class A Common Stock	06/02/2008		S[(1)]	1,200	D	$ 44.97	14,500	D
Class A Common Stock	06/02/2008		S[(1)]	1,900	D	$ 44.98	12,600	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Class A Common Stock	$ 5.98	06/02/2008		M			36,557	(2)	11/07/2011	Class A Common Stock	36,557

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAICLET JAMES D JR 116 HUNTINGTON AVENUE BOSTON, MA 02116	X		Chairman, President and CEO	

Signatures

Nathaniel B. Sisitsky, as attorney-in-fact	06/03/2008
**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 exercisbale in 25% cumulative annual increments beginning November 7, 2002.

Remarks:

This Form 4 is the first of two to be filed to report sales of an aggregate of 36,557 shares of Class A Common Stock on June 2

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.