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

FORM 4

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HESS WILLIAM H

(Last) (First) (Middle)

116 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN TOWER CORP /MA/ [AMT]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
EVP, Int'l. Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial 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	D	
Class A Common Stock	08/15/2007		M		19,167	A	$ 10.5	67,647	D	
Class A Common Stock	08/15/2007		M		50,000	A	$ 11	117,647	D	
Class A Common	08/15/2007		M		22,500	A	$ 12.11	140,147	D	

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

Class A Common Stock	08/15/2007	S[(1)]	500	D	$ 38.33	130,877	D
Class A Common Stock	08/15/2007	S[(1)]	2,400	D	$ 38.34	128,477	D
Class A Common Stock	08/15/2007	S[(1)]	1,100	D	$ 38.35	127,377	D
Class A Common Stock	08/15/2007	S[(1)]	500	D	$ 38.36	126,877	D
Class A Common Stock	08/15/2007	S[(1)]	900	D	$ 38.37	125,977	D
Class A Common Stock	08/15/2007	S[(1)]	2,800	D	$ 38.38	123,177	D
Class A Common Stock	08/15/2007	S[(1)]	1,000	D	$ 38.39	122,177	D
Class A Common Stock	08/15/2007	S[(1)]	4,200	D	$ 38.4	117,977	D
Class A Common Stock	08/15/2007	S[(1)]	1,700	D	$ 38.41	116,277	D
Class A Common Stock	08/15/2007	S[(1)]	3,700	D	$ 38.42	112,577	D
Class A Common Stock	08/15/2007	S[(1)]	1,100	D	$ 38.43	111,477	D
Class A Common Stock	08/15/2007	S[(1)]	900	D	$ 38.44	110,577	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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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	$ 4.7	08/15/2007		M			25,003	(2)	11/14/2012	Class A Common Stock	25,003
Option to purchase Class A Common Stock	$ 10.5	08/15/2007		M			19,167	(3)	11/17/2013	Class A Common Stock	19,167
Option to purchase Class A Common Stock	$ 11	08/15/2007		M			50,000	(4)	09/07/2011	Class A Common Stock	50,000
Option to purchase Class A Common Stock	$ 12.11	08/15/2007		M			22,500	(5)	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 Aug

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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