

AMERICAN TOWER CORP /MA/

Form 4

October 16, 2007

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 *
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)

116 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02116

(City)

(State)

(Zip)

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

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

____ 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)
Class A Common Stock	10/15/2007		M	37,500 A	\$ 12.11	82,534	D
Class A Common Stock	10/15/2007		S ⁽¹⁾	2,000 D	\$ 42.93	80,534	D
Class A Common Stock	10/15/2007		S ⁽¹⁾	4,300 D	\$ 42.94	76,234	D
Class A Common	10/15/2007		S ⁽¹⁾	700 D	\$ 42.95	75,534	D

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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.

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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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
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.

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