

AMERICAN TOWER CORP /MA/
Form 4
May 16, 2008

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 *
MOSKOWITZ STEVEN J

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)
05/14/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, U.S. Operations

BOSTON, MA 02116
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/14/2008		M		35,000 A \$ 25.75	149,716	D
Class A Common Stock	05/14/2008		M		37,041 A \$ 3.15	186,757	D
Class A Common Stock	05/14/2008		M		19,942 A \$ 3.6	206,699	D
Class A Common	05/14/2008		S		20,000 D \$ 45.35	186,699	D

Stock							
Class A Common Stock	05/14/2008	S	1,983	D	\$ 45.39	184,716	D
Class A Common Stock	05/14/2008	S	20,000	D	\$ 45.4	164,716	D
Class A Common Stock	05/14/2008	S	35,000	D	\$ 45.5	129,716	D
Class A Common Stock	05/14/2008	S	2,000	D	\$ 45.52	127,716	D
Class A Common Stock	05/14/2008	S	3,500	D	\$ 45.55	124,216	D
Class A Common Stock	05/14/2008	S	1,500	D	\$ 45.57	122,716	D
Class A Common Stock	05/14/2008	S	5,000	D	\$ 45.59	117,716	D
Class A Common Stock	05/14/2008	S	3,000	D	\$ 45.6	114,716	D
Class A Common Stock	05/16/2008	M	58,017	A	\$ 3.6	172,733	D
Class A Common Stock	05/16/2008	S	58,017	D	\$ 45.5	114,716	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			(D) (Instr. 3, 4, and 5)								
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Class A Common Stock	\$ 25.75	05/14/2008		M			35,000	<u>(1)</u>	06/22/2008	Class A Common Stock	35,000
Option to purchase Class A Common Stock	\$ 3.15	05/14/2008		M			37,041	<u>(2)</u>	06/14/2012	Class A Common Stock	37,041
Option to purchase Class A Common Stock	\$ 3.6	05/14/2008		M			19,942	<u>(3)</u>	12/09/2012	Class A Common Stock	19,942
Option to purchase Class A Common Stock	\$ 3.6	05/16/2008		M			58,017	<u>(3)</u>	12/09/2012	Class A Common Stock	58,017

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOSKOWITZ STEVEN J 116 HUNTINGTON AVENUE BOSTON, MA 02116			President, U.S. Operations	

Signatures

/s/ Nathaniel B. Sisitsky, as attorney-in-fact 05/16/2008

__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) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 20% cumulative annual increments beginning June 22, 1999.

(2)

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This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning June 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 December 9, 2003.

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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