

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**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  
 Officer (give title below)  Other (specify below)  
**EVP, Int'l. Operations**

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 Indirect 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
Class A Common Stock	08/15/2007		M		19,167	A	\$ 10.5 67,647
Class A Common Stock	08/15/2007		M		50,000	A	\$ 11 117,647
Class A Common	08/15/2007		M		22,500	A	\$ 12.11 140,147

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

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Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 38.33	130,877	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	2,400	D	\$ 38.34	128,477	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	1,100	D	\$ 38.35	127,377	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 38.36	126,877	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	900	D	\$ 38.37	125,977	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	2,800	D	\$ 38.38	123,177	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	1,000	D	\$ 38.39	122,177	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	4,200	D	\$ 38.4	117,977	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	1,700	D	\$ 38.41	116,277	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	3,700	D	\$ 38.42	112,577	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	1,100	D	\$ 38.43	111,477	D
Class A Common Stock	08/15/2007	<u>S<sup>(1)</sup></u>	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.**

SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to purchase Class A Common Stock	\$ 4.7	08/15/2007		M	25,003	<u>(2)</u> 11/14/2012	Class A Common Stock	25,003	
Option to purchase Class A Common Stock	\$ 10.5	08/15/2007		M	19,167	<u>(3)</u> 11/17/2013	Class A Common Stock	19,167	
Option to purchase Class A Common Stock	\$ 11	08/15/2007		M	50,000	<u>(4)</u> 09/07/2011	Class A Common Stock	50,000	
Option to purchase Class A Common Stock	\$ 12.11	08/15/2007		M	22,500	<u>(5)</u> 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 Au

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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