

AMERICAN TOWER CORP /MA/  
 Form 5  
 February 09, 2005

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GEARON J MICHAEL 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/30/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres., American Tower Int'l

116 HUNTINGTON AVE.  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

BOSTON, MA 02116

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                     |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                            |                                                          |                                                       |
| Class A Common Stock <sup>(1)</sup> | 12/30/2004                           | Â                                                  | G                              | 1,220 D \$ 0                                                      | 1,515,779                                                                                  | D                                                        | Â                                                     |
| Class A Common Stock <sup>(1)</sup> | 12/30/2004                           | Â                                                  | G                              | 1,220 D \$ 0                                                      | 1,514,559                                                                                  | D                                                        | Â                                                     |
| Class A Common Stock <sup>(1)</sup> | 12/30/2004                           | Â                                                  | G                              | 1,220 D \$ 0                                                      | 1,513,339                                                                                  | D                                                        | Â                                                     |

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|                                           |            |   |   |       |   |      |           |   |                                     |
|-------------------------------------------|------------|---|---|-------|---|------|-----------|---|-------------------------------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | D | \$ 0 | 1,512,119 | D | Â                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | D | \$ 0 | 1,510,899 | D | Â                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | D | \$ 0 | 1,509,679 | D | Â                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | D | \$ 0 | 1,508,459 | D | Â                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | D | \$ 0 | 1,507,239 | D | Â                                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | A | \$ 0 | 1,220     | I | By minor<br>child                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | A | \$ 0 | 1,220     | I | By minor<br>child                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/30/2004 | Â | G | 1,220 | A | \$ 0 | 1,220     | I | By minor<br>child                   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | Â          | Â | Â | Â     | Â | Â    | 452       | I | By<br>partnership<br><sup>(2)</sup> |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>S<br>F<br>(I |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number                              |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                               |       |
|----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                       | Other |
| GEARON J MICHAEL JR<br>116 HUNTINGTON AVE.<br>BOSTON, MA 02116 | Â             | Â         | Â Pres., American Tower Int'l | Â     |

## Signatures

/s/ J. Michael  
Gearon, Jr. 02/09/2005

\_\_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 Form 5 is being filed to report Mr. Gearon's gift of an aggregate of 9,760 shares of Class A Common Stock on December 30, 2004.
- (2) Shares of Class A Common Stock held by Gearon Sibling/Nibling Partners, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.