

BENINCASA JUSTIN D  
 Form 5  
 February 14, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported                  [ ] Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*  <b>Benincasa, Justin D.</b></p> <hr/> <p>(Last) (First) (Middle)  <b>116 Huntington Avenue</b></p> <hr/> <p>(Street)  <b>Boston, MA 02116</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol  <b>American Tower Corporation (AMT)</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p>_____ Director _____                  10% Owner  <input checked="" type="checkbox"/> Officer _____                  Other _____</p> <p>Officer/Other Description <b>Senior Vice President and Corporate Controller</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing                  _____ Joint/Group Filing</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year  <b>December 31, 2002</b></p>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p>

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 (D) Of (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)
				Amount   A/D   Price			

If the form is filed by more than one reporting person, see instruction 4(b)(v). 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 2270 (7-02) (over)

**Benincasa, Justin D. - December 31, 2002**

**Form 5 (continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code	Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Beneficially Owned at End of Year (Instr.4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	Ownership (Instr.4)
						(DE)   (ED)					
Option to purchase Class A Common Stock	\$3.84	05/16/2002		A	(A) 33335	(1)   05/16/2012	Class A Common Stock - 33335	(2)	33335	D	
Option to purchase Class A Common Stock	\$3.15	06/14/2002		A	(A) 70000	(3)   06/14/2012	Class A Common Stock - 70000		70000	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Justin D. Benincasa  
 \*\* Signature of Reporting Person  
 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Page 2

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.

**Benincasa, Justin D. - December 31, 2002**

**Form 5 (continued)**

**FOOTNOTE Descriptions for American Tower Corporation (AMT)**

Form 5 - December 2002

**Justin D. Benincasa**  
**116 Huntington Avenue**  
**Boston, MA 02116**

**Explanation of responses:**

(1) This option was granted pursuant to the 1997 Stock Option Plan, as amended, and is exercisable in 25% cumulative annual increments beginning May 16, 2003.

(2) On October 26, 2001 the reporting person tendered to the issuer, for cancellation, an option granted to the reporting person on September 21, 2000. In exchange, the reporting person received a replacement option on May 16, 2002.

(3) 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.