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AMERICAN TOWER CORP /MA/ Form 4 January 03, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **REEVE PAMELA D A** Issuer Symbol AMERICAN TOWER CORP /MA/ (Check all applicable) [AMT] X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) **116 HUNTINGTON AVENUE** 12/29/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting BOSTON, MA 02116 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) any (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership **(I)** (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(A) or Dis (D) (Instr. 3, 4					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Purchase Class A Common Stock	\$ 3.04	12/29/2006		D <u>(1)</u>			10,000	(2)	12/09/2012	Class A Common Stock	10,0
Option to Purchase Class A Common Stock	\$ 3.6	12/29/2006		A <u>(1)</u>		10,000		(2)	12/09/2012	Class A Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address						
	Director	10% Owner	Officer	Other		
REEVE PAMELA D A 116 HUNTINGTON AVENUE BOSTON, MA 02116	Х					
Signatures						
/s/ Nathaniel B. Sisitsky (as attorney-in-fact)	01/02/2007					
**Signature of Reporting Person						

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).

On December 29, 2006, pursuant to a tender offer conducted by the issuer, the reporting person voluntarily amended an option granted
 December 9, 2002 to increase the exercise price from \$3.04 to \$3.60. For Section 16(a) purposes, the reporting person is reporting this amendment as a cancellation of the original option and the grant of a replacement option. The reporting person received no consideration in connection with this amendment.

(2) 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. 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.