

AMERICAN TOWER CORP /MA/
 Form 424B3
 April 28, 2005
PROSPECTUS SUPPLEMENT NO. 1
 (To Prospectus Dated April 15, 2005)

Filed Pursuant to Rule 424(b)(3)
 Registration No. 333-119162

\$345,000,000

3.00% Convertible Notes due August 15, 2012
and the Class A Common Stock
Issuable Upon Conversion of the Notes

This prospectus supplement relates to the resale by the holders of our 3.00% convertible notes due August 15, 2012 and the shares of our Class A common stock issuable upon conversion of the notes. This prospectus supplement also relates to the issuance and sale of our Class A common stock issued upon the conversion of the notes by subsequent purchasers of the notes.

You should read this prospectus supplement together with the prospectus dated April 15, 2005, which is to be delivered with this prospectus supplement. The terms of the notes are set forth in the prospectus.

The table below sets forth additional information concerning beneficial ownership of the notes and the shares of Class A common stock issuable upon conversion of the notes, and supplements and amends the table appearing under "Selling Securityholders" beginning on page 18 of the prospectus. To the extent that a selling securityholder is listed both in the table below and in the table appearing in the prospectus, the information set forth below regarding the selling securityholder updates and amends the information in the prospectus.

| Name | Principal Amount of Notes Beneficially Owned that may be Sold | Shares of Class A Common Stock Issuable upon Conversion that may be Sold(1) | Shares of Class A Common Stock Beneficially Owned Before the Offering | | Shares of Class A Common Stock Beneficially Owned After the Offering(4) | |
|---------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|------------|-------------------------------------------------------------------------|------------|
| | | | Number(2) | Percent(3) | Number(2) | Percent(3) |
| Citadel Credit Trading, Ltd.(5)(6)(7) | \$ 0 | | | | | |
| Citadel Equity Fund Ltd.(5)(6)(7) | 10,000,000 | 487,805 | 4,537,301 | 2.0% | 4,049,496 | 1.8% |

* Indicates less than 1%.

(1)

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Assumes conversion of the entire amount of notes held by the selling securityholder at the rate of 48.7805 shares of our Class A common stock per each \$1,000 principal amount of notes converted. The number of shares of Class A common stock issuable upon conversion of the notes may be adjusted under circumstances described under Description of Notes. Under the terms of the notes, cash will be paid instead of issuing any fractional shares.

- (2) Includes shares of Class A common stock that the selling securityholder has the right to acquire upon conversion of our 3.00% convertible notes due August 15, 2012, 3.25% convertible notes due August 1, 2010, 2.25% convertible notes due 2009 and 5.0% convertible notes due 2010.
- (3) Based on 230,647,167 shares of Class A common stock outstanding as of April 1, 2005.
- (4) We cannot estimate the amount of notes or the number of shares of Class A common stock issuable upon conversion of the notes that will be beneficially owned by the selling securityholders after any offering by the selling securityholders because they may sell all or a portion of the notes or the shares of Class A common stock beneficially owned by them. However, for purposes of this table, we have assumed that, after completion of the offering, none of the shares of Class A common stock covered by this prospectus will be held by the selling securityholders.

- (5) This selling securityholder has identified itself as an affiliate of a broker-dealer. Please see **Plan of Distribution** for required disclosure regarding these selling securityholders.
 - (6) Citadel Limited Partnership (**Citadel**) is the trading manager of this selling securityholder and consequently has investment discretion over securities held by this selling securityholder. Citadel disclaims beneficial ownership of the shares beneficially owned by this selling securityholder. Kenneth C. Griffin indirectly controls Citadel and therefore has ultimate investment discretion over securities held by this selling securityholder. Mr. Griffin disclaims beneficial ownership of the shares held by this selling securityholder.
 - (7) Reflects a private transfer of notes among previously listed selling securityholders included in the prospectus dated April 15, 2005.
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Investing in the notes and our Class A common stock involves a high degree of risk. See **Risk Factors beginning on page 8 of the prospectus.**

We will not receive any of proceeds from the sale of notes or Class A common stock by the selling securityholders. The selling securityholders may sell the Class A common stock either directly or through underwriters, broker-dealers or agents and in one or more transactions at market prices prevailing at the time of sale or at negotiated prices.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus or any prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 28, 2005.