

FIRST AVENUE NETWORKS INC

Form 3

September 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â CROWN CASTLE

INTERNATIONAL CORP

(Last)

(First)

(Middle)

510 BERING DRIVE, SUITE
600

(Street)

HOUSTON,Â TXÂ 77057

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/29/2006

3. Issuer Name **and** Ticker or Trading Symbol

FIRST AVENUE NETWORKS INC [FRNS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

26,352,956 ⁽¹⁾

I

By Crown Castle Investment
Corp. ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWN CASTLE INTERNATIONAL CORP 510 BERING DRIVE, SUITE 600 HOUSTON, TX 77057	^	^ X	^	^
Crown Castle Investment Corp 510 BERING DRIVE SUITE 600 HOUSTON, TX 77507	^	^ X	^	^

Signatures

/s/ John Patrick Kelly, President
& CEO

09/01/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Received in exchange for 86,671,908 shares of FiberTower Network Services Corp. (FNS) common stock in connection with the merger of FNS into the Issuer (the Merger). Upon the effectiveness of the Merger, each share of FNS common stock converted into 0.3040542 share of Issuers common stock.

(2) Crown Castle Investment Corp. directly beneficially owns the reported securities. Crown Castle International Corp. (CCIC) is the sole stockholder of Crown Castle Investment Corp. and as such may be deemed to be an indirect beneficial owner of the reported securities. Except to the extent of any indirect pecuniary interest therein, CCIC disclaims beneficial ownership of the securities beneficially owned by Crown Castle Investment Corp.

^

Remarks:

Exhibit list-^ Exhibit 99-Joint Filer Information

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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