

CROWN CASTLE INTERNATIONAL CORP

Form 4

July 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPO ADVISORY CORP

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

CROWN CASTLE
INTERNATIONAL CORP [CCI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

06/28/2007

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

591 REDWOOD HIGHWAY,
SUITE 3215

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

MILL VALLEY, CA 94941

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock	06/28/2007		P	8,410,000	A \$ 35.83	42,409,683 (1) (2) (3) (4) (5) (6)	I See footnotes 1-6

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

**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
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
PATTERSON WILLIAM J 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		

Signatures

Kim M. Silva , Attorney
in fact 07/02/2007

__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) The entity acquiring these shares is SPO Partners, II, L.P. ("SPO Partners"). 35,237,663 shares of the issuer's common stock are owned directly by SPO Partners and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp.

(2) Additionally, 1,947,300 shares of the issuer's common stock are owned directly by San Francisco Partners, II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.

(3) Additionally, 230,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"), a general partner of Netcong Newton Partners, L.P. ("Netcong"). 1,195,800 shares are owned directly by the Phoebe Snow Foundation, ("PSF"), and may be deemed to be indirectly beneficially owned by JHS, the controlling person, sole director and executive officer of PSF. 317,800 shares are held in the ("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own (i) 339,800 shares solely in his capacity as the trustee for the JHS Trust, the general partner of Cranberry Lake Partners, L.P. ("CLP"). Additionally, 662,400 shares are owned directly by the JHS Trust and may be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the JHS Trust.

(4) Additionally, WEO may be deemed to indirectly beneficially own 450,000 shares of the issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust") for the benefit of himself and his wife. WEO beneficially owns 1,025,000 shares of the issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners, (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of children who share his household and (iii) 400,000 shares of the issuer's common stock solely in his capacity as one of the directors of the Oberndorf Foundation.

(5) Additionally, Kurt C. Mobley ("KCM") directly owns 50,000 shares of the issuer's common stock and holds 30,000 shares of the issuer's common stock in the KCM individual retirement account, which is self directed, and may be deemed to indirectly beneficially own and holds 20,000 shares of the issuer's common stock in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership. Additionally, 30,000 shares of the issuer's common stock are owned directly by the Elizabeth R. & William J. Patterson Foundation ("WJPFND"), and may be deemed to be indirectly beneficially owned by WJP solely in his capacity as one of the directors of WJPFND. Additionally, 15,000 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.

(6) Additionally, Edward H. McDermott ("EHM") directly owns 10,000 shares of the issuer's common stock and holds 1,400 shares of the issuer's common stock in the EHM SEP individual retirement account and 1,100 shares of the issuer's common stock in the EHM Rollover individual retirement account, both of which are self-directed. 18,000 shares of the issuer's common stock are owned directly by Betty Jane Weimer; 14,900 shares of the issuer's common stock are owned directly by Brian Scully; and 11,000 shares of the issuer's common stock are owned directly by Vincent Scully. Additionally, 960 shares of the issuer's common stock are owned directly by Eli J. Weinberg ("EJW"); 460 shares are owned directly by Lavanya Ashok ("LA"); and 300 shares are owned directly by George Markov ("GM").

Remarks:

Form 1 of 1.

The persons listed in Notes (1),(2),(3),(4),(5) and (6) above (each a "Reporting Person") may be deemed to form a "group", as

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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