

CROWN CASTLE INTERNATIONAL CORP

Form 4

May 16, 2008

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

OMB APPROVAL

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Number: 3235-0287Expires: January 31,
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JOHN P2. 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)

1220 AUGUSTA, SUITE 500

(Street)

HOUSTON, TX 77057

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

05/15/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

☐ Director☐ 10% Owner☒ Officer (give title below)☐ Other (specify below)**CEO & President**6. Individual or Joint/Group Filing(Check
Applicable Line)☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting
Person**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	05/15/2008		M	32,500 (1)	A \$ 20.9375	1,117,225	D
Common Stock, \$0.01 Par Value	05/15/2008		S	32,500 (1)	D \$ 41.9045 (2)	1,084,725	D
Common Stock, \$0.01 Par Value					405 (3)	I	By 401(K) Plan

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

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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)

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. Amount or Number of Shares
Stock Option (right to purchase Common Stock)	\$ 20.9375	05/15/2008		M	32,500 (1)	(4) 01/14/2009	Common Stock	32,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN P 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057	X		CEO & President	

Signatures

/s/ John P. Kelly 05/16/2008
 **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 option exercise and sale reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Represents the weighted average price of sales transacted on May 15, 2008; such sales were conducted through 39 individual transactions on May 15, 2008 at sales prices ranging from \$41.59 to \$42.30 per share.

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- (3) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
- (4) Vested 20% over five years with the first vesting on February 14, 2000.

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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