

CROWN CASTLE INTERNATIONAL CORP

Form 4

June 02, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBERNDORF FOUNDATION

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)

05/29/2008

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

See Footnote 1

**591 REDWOOD HIGHWAY ,
SUITE 3215**

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/29/2008		S ⁽¹⁾		25,066	D	\$ 41.65	242,234 ⁽²⁾	D
Common Stock	05/29/2008		S		2,300	D	\$ 41.66	239,934	D
Common Stock	05/29/2008		S		300	D	\$ 41.67	239,634	D
Common Stock	05/29/2008		S		434	D	\$ 41.68	239,200	D
Common Stock	05/29/2008		S		11,100	D	\$ 41.69	228,100	D

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Common Stock	05/29/2008	S	400	D	\$ 41.8	227,700	D
Common Stock	05/29/2008	S	300	D	\$ 41.81	227,400	D
Common Stock	05/29/2008	S	400	D	\$ 41.82	227,000	D
Common Stock	05/29/2008	S	400	D	\$ 41.83	226,600	D
Common Stock	05/29/2008	S	4,000	D	\$ 41.85	222,600	D
Common Stock	05/29/2008	S	1,400	D	\$ 41.86	221,200	D
Common Stock	05/29/2008	S	100	D	\$ 41.87	221,100	D
Common Stock	05/29/2008	S	800	D	\$ 41.88	220,300	D
Common Stock	05/29/2008	S	100	D	\$ 41.89	220,200	D
Common Stock	05/29/2008	S	2,900	D	\$ 41.9	217,300	D

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 number.

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(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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
OBERNDORF FOUNDATION 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941				See Footnote 1

Signatures

Kim M. Silva, Attorney
in fact 05/29/2008
**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 entity making these transactions is Oberndorf Foundation (the "Reporting Person"). The Reporting Person may be deemed to be part of a "group," as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, which is a 10% owner.
- (2) Following the transactions causing this filing, the Reporting Person directly owns 217,300 shares of the issuer's common stock.

Remarks:

Form 1 of 1. This filing shall not be deemed as an admission by the Reporting Person that such person is, for purposes of Section 10(b) of the Securities Exchange Act of 1934, an issuer of securities.

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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