

SCULLY JOHN H
Form 4
December 02, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCULLY JOHN H

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)
591 REDWOOD HIGHWAY,
SUITE 3215

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2010

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

(Street)
MILL VALLEY, CA 94941

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

(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	11/30/2010		J		0	D	\$ 0	0 <u>(1)</u> <u>(6)</u>	I	See Footnotes
Common Stock	11/30/2010		J		0	D	\$ 0	339,800 <u>(2)</u>	I	See Footnotes
Common Stock	11/30/2010		S		0	D	\$ 0	0 <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	I	See Footnotes

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				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
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941	X
CRANBERRY LAKE PARTNERS LP 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941	X

Signatures

Kim M. Silva,
Attorney-in-fact 12/02/2010

__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) As part of an internal restructuring (the "Restructuring") that occurred on November 30, 2010, Cranberry Lake Partners, L.P. ("CLP"), a limited partner in each of SPO Advisory Partners, L.P. ("SPO Advisory") and SF Advisory Partners, L.P. ("SF Advisory"), which in turn are the general partners respectively of SPO Partners II, L.P. ("SPO Partners") and San Francisco Partners, L.P. ("SF Partners"), dissolved and distributed its assets pro rata to its partners, including John H. Scully ("JHS"). Each of SPO Partners and SF Partners directly owns shares of the issuer's common stock. The pecuniary interest of JHS in the issuer will not change as a result of the Restructuring, although certain shares of the issuer's common stock previously held directly by CLP and held indirectly by JHS as a result of his interest in CLP will be held directly.
- (2) Represents shares of common stock of the issuer held directly by CLP and distributed to JHS and the other partner of CLP as part of the Restructuring.

Edgar Filing: SCULLY JOHN H - Form 4

- (3) Immediately following the Restructuring, JHS sold his interest in each of SPO Advisory and SF Advisory received in the Restructuring to a third party (the "Sale"). Each of SPO Advisory and SF Advisory may be deemed to indirectly own shares of the issuer's common stock owned directly by SPO Partners and SF Partners, respectively. Following the above-mentioned transactions, 28,945,782 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, the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS, William E. Oberndorf ("WEO") and Edward H. McDermott ("EHM"), the three controlling persons of SPO Corp.
- (4) Additionally, following the above-mentioned transactions, 1,251,700 shares of the issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory and (iii) JHS, WEO and EHM, the three controlling persons of SPO Corp. No separate consideration was received in the Sale in respect of the shares of common stock of the issuer owned by SPO Partners and SF Partners.
- (5) Additionally, following the above-mentioned transactions, 277,300 shares of the issuer's common stock are held in the JHS Individual Retirement Account, which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 628,900 shares of the issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"). 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 general partner of Netcong Newton Partners, L.P. ("Netcong"), a limited partner in each of SPO Advisory and SF Partners.
- (6) In prior SPO filings, William J. Patterson and the Elizabeth R. and William J. Patterson Foundation are listed as "Reporting Persons". William J. Patterson passed away on September 24, 2010. As a result, Mr. Patterson and the Elizabeth R. and William J. Patterson Foundation are no longer "Reporting Persons" with respect to shares of common stock of the issuer.

Remarks:

The individuals and entities listed in the notes above may be deemed to form a "group", as such term is defined in Rule 13d-5(b).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.