

Abrams David C
Form 4
November 17, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Abrams David C

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)
222 BERKELEY STREET, 22ND
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2008

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

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| | | | | | | 6,821 | D ⁽¹⁾ |
| Common Stock | 11/13/2008 | | P | | 350,000 | A | \$ 13.136 |
| | | | | | | 7,459,999 | I |
| | | | | | | | See Footnote (2) |
| Common Stock | 11/13/2008 | | P | | 119,080 | A | \$ 13.5085 |
| | | | | | | 7,579,079 | I |
| | | | | | | | See Footnote (2) |
| Common Stock | 11/13/2008 | | P | | 210,800 | A | \$ 13.1425 |
| | | | | | | 7,789,879 | I |
| | | | | | | | See Footnote |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------------|------------|---|-------------------------|
| Common Stock | 11/13/2008 | P | 820,120 | A | \$ 13.2531 | 8,609,999 | I | (2) See Footnote (2) |
| Common Stock | 11/13/2008 | P | 1,000,000 | A | \$ 13.4143 | 9,609,999 | I | (2) See Footnote (2) |
| Common Stock | 11/14/2008 | P | 485,000 | A | \$ 13.8008 | 10,094,999 | I | (2) See Footnote (2) |
| Common Stock | 11/14/2008 | P | 1,515,000 | A | \$ 13.6405 | 11,609,999 | I | (2) See Footnote (2) |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Abrams David C 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | X |

Signatures

/s/ David C.
Abrams

11/17/2008

 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) These shares include shares issued pursuant to the Issuer's 2004 Stock Incentive Plan as a component of non-employee director compensation.

The shares reported herein are held by private investment funds of which Mr. Abrams, directly or indirectly, is the managing member of the general partner and/or is the managing member of the investment manager. In such capacities, Mr. Abrams may be deemed to have

- (2) voting and investment power with respect to all shares being reported herein. Mr. Abrams disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares reported herein for purposes of Section 16 or for any other purpose.

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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