

KELLY JOHN P
Form 4
December 22, 2009

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 *
KELLY JOHN P

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)
1220 AUGUSTA, SUITE 500

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2009

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

HOUSTON, TX 77057

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, \$0.01 Par Value	12/21/2009		M	16,712 (1)	A \$ 30.875 1,048,060	D	
Common Stock, \$0.01 Par Value	12/21/2009		S	16,712 (1)	D \$ 38.5 1,031,348	D	
Common Stock, \$0.01 Par Value	12/21/2009		M	32,000 (1)	A \$ 24.688 1,063,348	D	

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Common Stock, \$0.01 Par Value	12/21/2009	S	<u>32,000</u> ⁽¹⁾	D	\$ 38.7	1,031,348	D	
Common Stock, \$0.01 Par Value						25,000	I	By GRAT 2009-1
Common Stock, \$0.01 Par Value						25,000	I	By GRAT 2009-2
Common Stock, \$0.01 Par Value						405 <u>(2)</u>	I	By 401 (k) Plan

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

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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. Amount or Number of Shares
Stock Option (right to purchase Common Stock)	\$ 30.875	12/21/2009		M	16,712 <u>(1)</u>	<u>(3)</u> 11/15/2010	Common Stock	16,712
Stock Option (right to purchase Common Stock)	\$ 24.688	12/21/2009		M	32,000 <u>(1)</u>	<u>(4)</u> 02/22/2011	Common Stock	32,000

Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN P 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057	X		Executive Vice Chairman	

Signatures

/s/ John P. Kelly 12/22/2009

 **Signature of Date
 Reporting Person

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 exercises and sales reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
- (3) Vested one third at date of grant, November 15, 2000, with the remaining two-thirds vesting annually in equal number over five years.
- (4) Vested one third per year over three years, with the first vesting on February 22, 2002.

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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