

CROWN CASTLE INTERNATIONAL CORP
 Form 4/A
 October 09, 2007

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 *
 SPO ADVISORY CORP

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/28/2007

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

MILL VALLEY, CA 94941

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/02/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock | 06/28/2007 | | P | 8,410,000 A | \$ 37,184,963 (1) (2) (3) (4) 35.83 (5) | I | See footnotes 1-6 |

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)

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| 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 Own Follo Repo 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 |
| SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| PATTERSON WILLIAM J 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |

Signatures

Kim M. Silva , Attorney
in fact 10/08/2007

**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 acquiring these shares is SPO Partners, II, L.P. ("SPO Partners"). 35,237,663 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 Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp.
- (2) Additionally, 1,947,300 shares of the issuer's common stock are owned directly by San Francisco Partners, II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.
- (3) 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 trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"), a general partner of Netcong Newton Partners, L.P. ("Netcong"). Additionally, 317,800 shares are held in the ("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own (i) 339,800 shares solely in his capacity as the trustee for the JHS Trust, the general partner of Cranberry Lake Partners, L.P. ("CLP"). Additionally, 662,400 shares are owned directly by the JHS Trust and may be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the JHS Trust.
- (4) Additionally, WEO may be deemed to indirectly beneficially own 450,000 shares of the issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust") for the benefit of himself and his wife. WEO beneficially owns 1,025,000 shares of the issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners and (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of children who share his household.
- (5) Additionally, 15,000 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.

Remarks:

Form 1 of 1.

The persons listed in Notes (1),(2),(3),(4),(5) and (6) above (each a "Reporting Person") may be deemed to form a "group", as

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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