

CROWN CASTLE INTERNATIONAL CORP  
 Form 4  
 October 22, 2009

**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 \*  
**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)  
**10/20/2009**

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)
			Code	V	Amount	(D)	Price
Common Stock, \$0.01 Par Value	10/20/2009		M		362 <sup>(1)</sup>	A	\$ 31.875
Common Stock, \$0.01 Par Value	10/20/2009		S		362 <sup>(1)</sup>	D	\$ 35
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 <sup>(2)</sup>	I	By 401 (k) Plan

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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase Common Stock)	\$ 31.875	10/20/2009		M	362 <u>(1)</u>	<u>(3)</u> 02/01/2010	Common Stock	362	S

## 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

10/21/2009

\*\*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 option exercise and sale 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 per year over three years, with the first vesting on February 1, 2001.

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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