

CROWN CASTLE INTERNATIONAL CORP

Form 4

September 14, 2006

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)
510 BERING DRIVE, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 Par Value	09/12/2006		M ⁽¹⁾		40,000	A	\$ 7.5
Common Stock, \$0.01 Par Value	09/12/2006		S ⁽¹⁾		9,500	D	\$ 34.85
Common Stock, \$0.01 Par Value	09/12/2006		S ⁽¹⁾		2,400	D	\$ 34.87

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Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	400	D	\$ 34.88	915,539	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	600	D	\$ 34.89	914,939	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	19,000	D	\$ 34.9	895,939	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	200	D	\$ 34.91	895,739	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	800	D	\$ 34.93	894,939	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	100	D	\$ 34.94	894,839	D
Common Stock, \$0.01 Par Value	09/12/2006	S ⁽¹⁾	7,000	D	\$ 34.95	887,839	D

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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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Stock									
Option									
(right to	\$ 7.5	09/12/2006		M ⁽¹⁾	40,000	<u>(2)</u>	07/06/2008	Common	40,000
purchase								Stock	
Common									
Stock)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN P 510 BERING DRIVE SUITE 600 HOUSTON, TX 77057	X		CEO & President	

Signatures

/s/ John P. Kelly 09/14/2006

 Date
 **Signature of
 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 exercise and sales reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 12, 2006.
- (2) Vested 20% annually over five years commencing July 6, 1999.

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.