

KELLY JOHN P
Form 4
August 04, 2010

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

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2010

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

(Street)
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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 Par Value	08/02/2010		M		149,600 (1)	A	\$ 8.7
Common Stock, \$0.01 Par Value	08/02/2010		S		149,600 (1)	D	\$ 40.1073 (4)
Common Stock, \$0.01 Par Value	08/03/2010		M		7,677 (1)	D	\$ 8.7

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Common Stock, \$0.01 Par Value	08/03/2010	S	7,677 ⁽¹⁾	D	\$ 41	1,009,417	D	
Common Stock, \$0.01 Par Value	08/04/2010	M	142,323 ⁽¹⁾	D	\$ 8.7	1,151,740	D	
Common Stock, \$0.01 Par Value	08/04/2010	S	142,323 ⁽¹⁾	D	\$ 41.0106 ⁽⁵⁾	1,009,417	D	
Common Stock, \$0.01 Par Value						22,618	I	By GRAT 2009-1
Common Stock, \$0.01 Par Value						22,618	I	By GRAT 2009-2
Common Stock, \$0.01 Par Value						405 ⁽²⁾	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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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock, \$0.01 Par Value	\$ 8.7	08/02/2010		M	149,600 ⁽¹⁾	09/25/2005 ⁽³⁾ 09/25/2011	Common Stock	149,600	

Common Stock, \$0.01 Par Value	\$ 8.7	08/03/2010	M	7,677 ⁽¹⁾	09/25/2005 ⁽³⁾	09/25/2011	Common Stock	7,6
Common Stock, \$0.01 Par Value	\$ 8.7	08/04/2010	M	142,323 ⁽¹⁾	09/25/2005 ⁽³⁾	09/25/2011	Common Stock	142,

Reporting Owners

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

Signatures

/s/ John P. Kelly 08/04/2010
 __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 on September 25, 2005 (following the Company's common stock achieving a pre-established target price).
- (4) Represents the weighted average price of sales transacted on August 2, 2010; such sales were conducted through various transactions on August 2, 2010, at sales prices ranging from \$40.00 to \$40.29 per share.
- (5) Represents the weighted average price of sales transacted on August 4, 2010; such sales were conducted through various transactions on August 4, 2010, at sales prices ranging from \$41.00 to \$41.10 per share.

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.