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CROWN CASTLE INTERNATIONAL CORP

Form 4 April 30, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

SPO ADVISORY CORP

2. Issuer Name and Ticker or Trading

Symbol

CROWN CASTLE INTERNATIONAL CORP [CCI] Issuer (Check all applicable)

591 REDWOOD HIGHWAY,

(First)

SUITE 3215

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

04/28/2008

Director X__ 10% Owner Officer (give title _ Other (specify

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Street)

(Middle)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

below)

MILL VALLEY, CA 94941

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Form: Direct (D) or Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	04/28/2008		S	14,000	D	\$ 39.2	37,170,963 (1) (2) (3) (4) (5)	I	See footnotes		
Common Stock	04/28/2008		S	7,500	D	\$ 39.21	37,163,463	I	See footnotes		
Common Stock	04/28/2008		S	500	D	\$ 39.22	37,162,963	I	See footnotes		
Common Stock	04/28/2008		S	1,500	D	\$ 39.4	37,161,463	I	See footnotes		
Common Stock	04/28/2008		S	7,500	D	\$ 39.41	37,153,963	I	See footnotes		

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Common Stock	04/28/2008	S	5,000	D	\$ 39.48	37,148,963	I	See footnotes
Common Stock	04/28/2008	S	4,000	D	\$ 39.5	37,144,963	I	See footnotes
Common Stock	04/28/2008	S	1,300	D	\$ 39.63	37,143,663	I	See footnotes
Common Stock	04/28/2008	S	4,600	D	\$ 39.7	37,139,063	I	See footnotes
Common Stock	04/29/2008	S	30,400	D	\$ 38.8	37,108,663	I	See footnotes
Common Stock	04/29/2008	S	600	D	\$ 38.82	37,108,063	I	See footnotes
Common Stock	04/29/2008	S	300	D	\$ 38.83	37,107,763	I	See footnotes
Common Stock	04/29/2008	S	500	D	\$ 38.84	37,107,263	I	See footnotes
Common Stock	04/29/2008	S	3,600	D	\$ 38.85	37,103,663	I	See footnotes
Common Stock	04/29/2008	S	13,000	D	\$ 38.9	37,090,663	I	See footnotes

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.

SEC 1474 (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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of their runter, reduces	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				
SF 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				
SAN FRANCISCO 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

04/30/2008

**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).
- The entities disposing of these shares are San Francisco Partners II, L.P. ("SF Partners"), which sold 94,300 shares, Phoebe Snow Foundation ("PSF"), which sold 36,800 shares, John H. Scully ("JHS'), who sold 4,900 shares and William J. Patterson ("WJP"), who sold 400 shares.
- (2) As a result of the sales causing this filing, 35,237,663 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("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) JHS, William E. Oberndorf ("WEO") and WJP, the three controlling persons of SPO Corp. Additionally, 1,853,000 shares of the issuer's common stock are owned directly by 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,

Reporting Owners 3

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WEO & WJP, the three controlling persons of SPO Corp. Additionally, as a result of the sales causing this filing, PSF owns 1,159,000 shares of the issuer's common stock.

Additionally, 312,900 shares of the issuer's common stock are held in the ("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 339,800 shares of the issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"), the general partner of Cranberry Lake Partners, L.P. ("CLP") Additionally, 662,400 shares of the issuer's common stock are owned directly by the JHS Trust and may

- (3) Lake Partners, L.P. ("CLP") Additionally, 662,400 shares of the issuer's common stock 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. 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 JHS Trust, a general partner of Netcong Newton Partners, L.P. ("Netcong").
- Additionally, 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, (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of minor children who share his household, and (iii) 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"), a trust for the benefit of himself and his wife.
- (5) Additionally, as a result of the sales causing this filing, 14,600 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 the Notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in 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.