

Kelley Philip M
Form 4
February 02, 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 *
Kelley Philip M

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 DRIVE, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP, Corp Dev & Strategy

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 | (A) or (D) | Price |
| Common Stock, \$0.01 Par Value | 02/01/2010 | | M | | 14,000 | A | \$ 31.875 |
| Common Stock, \$0.01 Par Value | 02/01/2010 | | S | | 14,000 | D | \$ 37.108 (1) |
| Common Stock, \$0.01 Par | 02/01/2010 | | M | | 7,500 | A | \$ 20.188 |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|-------------------------|----------------|---|-------------------|
| Value | | | | | | | | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | S | 7,500 | D | \$ 37.105 <u>(2)</u> | 196,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | M | 5,014 | A | \$ 30.875 | 201,621 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | S | 5,014 | D | \$ 36.91 <u>(3)</u> | 196,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | M | 1,865 | A | \$ 23.375 | 198,472 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | S | 1,865 | D | \$ 36.973 | 196,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | M | 20,000 | A | \$ 24.688 | 216,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | S | 20,000 | D | \$ 36.976 <u>(4)</u> | 196,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | M | 50,000 | A | \$ 8.7 | 246,607 | D | |
| Common Stock, \$0.01 Par Value | 02/01/2010 | S | 50,000 | D | \$ 37.092 <u>(5)</u> | 196,607 | D | |
| Common Stock, \$0.01 Par Value | | | | | | 242 <u>(6)</u> | 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

SEC 1474
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displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to purchase Common Stock) | \$ 31.875 | 02/01/2010 | | M | 14,000 | <u>(7)</u> 02/01/2010 | Common Stock | 14,000 | |
| Stock Option (right to purchase Common Stock) | \$ 20.188 | 02/01/2010 | | M | 7,500 | <u>(8)</u> 02/02/2010 | Common Stock | 7,500 | |
| Stock Option (right to purchase Common Stock) | \$ 30.875 | 02/01/2010 | | M | 5,014 | <u>(9)</u> 11/15/2010 | Common Stock | 5,014 | |
| Stock Option (right to purchase Common Stock) | \$ 23.375 | 02/01/2010 | | M | 1,865 | <u>(10)</u> 12/20/2010 | Common Stock | 1,865 | |
| Stock Option (right to purchase Common Stock) | \$ 24.688 | 02/01/2010 | | M | 20,000 | <u>(11)</u> 02/22/2011 | Common Stock | 20,000 | |
| Stock Option | \$ 8.7 | 02/01/2010 | | M | 50,000 | 09/25/2005 ⁽¹²⁾ 09/25/2011 | Common Stock | 50,000 | |

(right to
purchase
Common
Stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelley Philip M 1220 AUGUSTA DRIVE, SUITE 500 HOUSTON, TX 77057 | | | Senior VP, Corp Dev & Strategy | |

Signatures

/s/ Philip M.
Kelley

02/02/2010

**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) Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 14 individual transactions on February 1, 2010, at sales prices ranging from \$36.9627 to \$37.2971 per share.
- (2) Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 20 individual transactions on February 1, 2010, at sales prices ranging from \$36.96 to \$37.28 per share.
- (3) Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 4 individual transactions on February 1, 2010, at sales prices ranging from \$36.859 to \$37.02 per share.
- (4) Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 18 individual transactions on February 1, 2010, at sales prices ranging from \$36.84 to \$37.13 per share.
- (5) Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 31 individual transactions on February 1, 2010, at sales prices ranging from \$36.95 to \$37.182 per share.
- (6) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
- (7) Vested one-third per year over three years, with the first vesting on February 1, 2001.
- (8) Vested one-third upon grant, one-third on March 2, 2000 (upon the Company's common stock achieving a pre-established target price), and one-third on March 30, 2000 (upon the Company's common stock achieving a pre-established target price).
- (9) Vested one-third at the time of grant on November 15, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
- (10) Vested one-third at time of grant December 20, 2000, with remaining two-thirds vesting in an equal number over five years.
- (11) Vested one-third per year over three years, with the first vesting on February 22, 2002.
- (12) Vested on September 25, 2005 (following the Company's common stock achieving a pre-established target price).

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.