

CROWN CASTLE INTERNATIONAL CORP

Form 3

January 22, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *
Â Fortress Investment Group Holdings LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS,Â 46TH FLOOR

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
01/12/20073. Issuer Name **and** Ticker or Trading Symbol
CROWN CASTLE INTERNATIONAL CORP [CCI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 <u>(1)</u> <u>(11)</u>	I	by Drawbridge Global Macro Fund Ltd. <u>(2)</u> <u>(10)</u>
Common Stock	4,747,993 <u>(1)</u>	I	by FIT GSL LLC <u>(3)</u> <u>(10)</u>
Common Stock	0 <u>(1)</u> <u>(11)</u>	I	by Drawbridge Global Macro Fund LP <u>(4)</u> <u>(10)</u>
Common Stock	0 <u>(1)</u> <u>(11)</u>	I	by Drawbridge Investment Partners LLC <u>(5)</u> <u>(10)</u>
Common Stock	19,333,718 <u>(1)</u>	I	by FRIT PINN LLC <u>(6)</u> <u>(10)</u>
Common Stock	652,968 <u>(1)</u>	I	by Fortress Registered Investment Trust <u>(7)</u> <u>(10)</u>
Common Stock	5,183,415 <u>(1)</u>	I	by Fortress Pinnacle Investment

Fund LLC (8) (10)

Common Stock

501,523 (1)

I

by FRIT Holdings LLC (9) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Group Holdings LLC 1345 AVENUE OF THE AMERICAS 46TH FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS 46 FLOOR NEW YORK, NY 10105	Â	Â X	Â	Â
FIG Corp. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	Â	Â X	Â	Â

Signatures

See signatures included in
Exhibit 99.1

01/22/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting persons acquired beneficial ownership of 41,719,614 shares of the Issuer's common stock pursuant to the Agreement and Plan of Merger, dated 10/5/06 (the "Agreement"), by and among Global Signal Inc. ("Global Signal"), the Issuer and CCGS Holdings LLC. Each of the reporting person's Global Signal shares were exchanged for either 1.61 shares of Crown Castle common stock or \$55.95 in cash, at each stockholder's election and subject to proration as described in the Agreement. On 1/19/07, certain of the reporting persons entered into a Stock Purchase Agreement (the "SPA") with the Issuer, pursuant to which the Issuer agreed to purchase from such persons an aggregate of 11,042,424 shares of the Issuer's common stock for \$374,027,428.86. The closing of the transactions contemplated by the SPA is expected to occur on 1/26/07. Upon the consummation of such transactions, the reporting persons will hold the shares of the Issuer's Common Stock that are the subject of this Form 3.

(2) Drawbridge Global Macro Advisors LLC is the investment advisor of Drawbridge Global Macro Fund Ltd., and may be deemed to beneficially own the shares listed as beneficially owned by Drawbridge Global Macro Fund Ltd. Fortress Investment Group LLC is the sole managing member of Drawbridge Global Macro Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress Investment Group Holdings LLC ("Fortress").

(3) FIT GSL LLC is 100% owned by FIT Holdings LLC, a wholly-owned subsidiary of Fortress Investment Trust II, an investment company registered under the Investment Company Act of 1940, which is majority owned by Fortress Investment Fund II LLC, which is managed by its managing member Fortress Fund MM II LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(4) Drawbridge Global Macro Advisors LLC is the investment advisor of Drawbridge Global Macro Fund LP, and may be deemed to beneficially own the shares listed as beneficially owned by Drawbridge Global Macro Fund LP. Fortress Investment Group LLC is the sole managing member of Drawbridge Global Macro Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(5) Drawbridge Investment Partners LLC is 100% owned by Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Fund Ltd., entities for which Drawbridge Special Opportunities Advisors LLC is the investment manager. Fortress Investment Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(6) FRIT PINN LLC is a wholly-owned subsidiary of FRIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(7) Fortress Registered Investment Trust is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(8) FIG Advisors LLC is the investment advisor of Fortress Pinnacle Investment Fund LLC. Fortress Investment Group LLC is the sole managing member of FIG Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(9) FRIT Holdings LLC is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.

(10) Due to his voting interest in Fortress, Wesley R. Edens may be deemed to beneficially own the shares listed as beneficially owned by Fortress. The shares disclosed in the table as being beneficially owned by the reporting persons are also included in the shares reported as being beneficially owned by Mr. Edens. Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or otherwise.

(11) Drawbridge Global Macro Fund Ltd., Drawbridge Global Macro Fund LP and Drawbridge Investment Partners LLC (together, the "Drawbridge Funds") received 203,398 shares, 20,621 shares and 33,554 shares, respectively (collectively, the "Drawbridge Shares"), of the Issuer's Common Stock pursuant to the merger agreement. Due to their relationship to the Drawbridge Funds, each of the Reporting

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Persons may be deemed to have beneficially owned the Drawbridge Shares. On January 17, 2006 and January 19, 2006, the Drawbridge Funds sold the Drawbridge Shares. Following such transactions, the Drawbridge Funds do not own any shares of the Issuer's Common Stock.

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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