

KELLY JOHN P
Form 4
November 19, 2009

FORM 4

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

OMB APPROVAL

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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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2009

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

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		Price		
Common Stock, \$0.01 Par Value	11/17/2009		M		75,000 (1)	A	\$ 8.7	1,106,348	D
Common Stock, \$0.01 Par Value	11/17/2009		S		75,000 (1)	D	\$ 37.0875	1,031,348	D
Common Stock, \$0.01 Par Value	11/18/2009		M		7,891 (1)	A	\$ 23.375	1,039,239	D

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Common Stock, \$0.01 Par Value	11/18/2009	S	<u>7,891</u> ⁽¹⁾	D	\$ 37.49	1,031,348	D	
Common Stock, \$0.01 Par Value	11/19/2009	M	<u>75,000</u> ⁽¹⁾	A	\$ 8.7	1,106,348	D	
Common Stock, \$0.01 Par Value	11/19/2009	S	<u>75,000</u> ⁽¹⁾	D	\$ <u>36.7307</u> ⁽⁵⁾	1,031,348	D	
Common Stock, \$0.01 Par Value						25,000	I	By GRAT 2009-1
Common Stock, \$0.01 Par Value						25,000	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.

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 8.7	11/17/2009		M	75,000 <u>(1)</u>	09/25/2005 ⁽³⁾	09/25/2011	Common Stock	75,000

purchase
Common
Stock)

Stock
Option
(right to
purchase
Common
Stock)

\$ 23.375	11/18/2009	M	7,891 (1)	(4)	12/20/2010	Common Stock	7,89
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Stock
Option
(right to
purchase
Common
Stock)

\$ 8.7	11/19/2009	M	75,000 (1)	09/25/2005(3)	09/25/2011	Common Stock	75,00
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Reporting Owners

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

Signatures

/s/ John P. Kelly 11/19/2009

**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 exercise and sale 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) Vested one-third at time of grant December 20, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
- (5) Represents the weighted average price of sales transacted on November 19, 2009; such sales were conducted through 58 individual transactions on November 19, 2009, at sales prices ranging from \$36.46 to \$37.035 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.