

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 January 30, 2007

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 *
 Abrams Capital Partners II, L.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)
 222 BERKELEY STREET, 22ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2007

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below) s-h w/board representation

(Street)
 BOSTON, MA 02116

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 or Price (A) or (D)				
Common Stock	01/26/2007		D ⁽¹⁾		153,426	D	\$ 33.8718	422,655	D ⁽²⁾ ⁽⁸⁾ <u>(11)</u> <u>(12)</u>
Common Stock	01/26/2007		D ⁽¹⁾		1,569,451	D	\$ 33.8718	4,323,518	D ⁽³⁾ ⁽⁸⁾ <u>(11)</u> <u>(12)</u>
Common Stock	01/26/2007		D ⁽¹⁾		384,143	D	\$ 33.8718	1,058,236	D ⁽⁴⁾ ⁽⁸⁾ <u>(11)</u> <u>(12)</u>
Common Stock	01/26/2007		D ⁽¹⁾		135,307	D	\$ 33.8718	372,744	D ⁽⁵⁾ ⁽⁹⁾ <u>(11)</u> <u>(12)</u>
Common Stock	01/26/2007		D ⁽¹⁾		553,040	D	\$ 33.8718	1,523,512	D ⁽⁶⁾ ⁽¹⁰⁾ <u>(11)</u> <u>(12)</u>

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Common Stock	01/26/2007		D ⁽¹⁾	14,279	D	\$ 33.8718	39,334	D ^{(7) (11)} <u>(12)</u>
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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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116				s-h w/board representation
Abrams Capital Partners I, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116				s-h w/board representation
Whitecrest Partners, LP 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116				s-h w/board representation
Great Hollow International, L.P. P.O. BOX 309GT, SOUTH CHURCH STREET GEORGETOWN, E9 XXXXX-XXXX				s-h w/board representation
Riva Capital Partners L P 222 BERKELEY ST 22ND FL BOSTON, MA 02116				s-h w/board representation

222 Partners, LLC
 222 BERKELEY STREET, 22ND FLOOR
 BOSTON, MA 02116

s-h w/board representation

Signatures

/s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of Abrams Capital Partners I, L.P.	01/30/2007
**Signature of Reporting Person	Date
/s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of Abrams Capital Partners II, L.P.	01/30/2007
**Signature of Reporting Person	Date
/s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of Whitecrest Partners, L.P.	01/30/2007
**Signature of Reporting Person	Date
/s/ David Abrams, the Managing Member of Great Hollow Partners LLC, the General Partner of Great Hollow International, L.P.	01/30/2007
**Signature of Reporting Person	Date
/s/ David Abrams, the Managing Member of Riva Capital Management LLC, the General Partner of Riva Capital Partners, L.P.	01/30/2007
**Signature of Reporting Person	Date
/s/ David Abrams, the Managing Member of 222 Partners, LLC	01/30/2007
**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) On January 26, 2007 the Issuer purchased the shares reported herein pursuant to a Stock Purchase Agreement, dated as of January 19, 2006, among the Issuer, the reporting persons and other parties.
- (2) These shares are owned by Abrams Capital Partners I, LP.
- (3) These shares are owned by Abrams Capital Partners II, LP.
- (4) These shares are owned by Whitecrest Partners, LP.
- (5) These shares are owned by Great Hollow International, LP.
- (6) These shares are owned by Riva Capital Partners, LP.
- (7) These shares are owned by 222 Partners, LLC.
- (8) Abrams Capital, LLC ("Abrams Capital") is the general partner of Abrams Capital Partners I, LP, Abrams Capital Partners II, LP and Whitecrest Partners, LP. Pamet Capital Management L.P. ("Pamet L.P.") is the investment adviser of Abrams Capital Partners I, LP, Abrams Capital Partners II, LP and Whitecrest Partners, LP.
- (9) Great Hollow Partners LLC ("Great Hollow LLC") is the general partner of Great Hollow Partners International, L.P. ("Great Hollow International"), and Pamet L.P. is the investment adviser of Great Hollow International.
- (10) Riva Capital Management, LLC ("Riva LLC") is the general partner of Riva Capital Partners, L.P. ("Riva L.P."), and Abrams Capital Management LLC is the investment adviser of Riva L.P.
- (11) Pamet Capital, LLC ("Pamet LLC") is the general partner of Pamet L.P. David Abrams is the managing member of Abrams Capital, Pamet LLC, Great Hollow LLC, Riva LLC and 222 Partners LLC. Abrams Capital, Pamet L.P., Pamet LLC, Great Hollow LLC, Riva LLC and Mr. Abrams may be deemed to have voting and investment power over shares owned by the reporting persons with respect to which they serve as investment adviser or general partner or to the extent that they exercise control over an entity acting in such

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capacity. The shares disclosed in the table as being beneficially owned by the reporting persons are also included in a separate report as being beneficially owned by Mr. Abrams.

Each of Abrams Capital, Pamet L.P., Pamet LLC and Mr. Abrams and each reporting person disclaims beneficial ownership of all (12) 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 for any other purpose.

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.