KELLY JOHN P Form 4

May 01, 2003

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response.....0.5

2. Issuer Name 1. Name and Address of Reporting 4. Statement for 6. Relationship of Reporting Person(s) Person' and Ticker or Trading (Month/Day/Year to Issuer Kelly, John P. Symbol (Check all applicable) 04/29/2003 **Crown Castle International** X Director _ 10% Owner (Last) (First) X Officer (give title below) Corp. _ Other (Middle) CCI (specify below) 510 Bering Drive 5. If Amendment, Suite 500 Date of Original Description **Chief Executive** 3. I.R.S. Identification (Month/Day/Year) Officer & President Number of Reporting (Street) Person, if an entity Houston, TX 77057 (voluntary) 7. Individual or Joint/Group Filing (Check Applicable Line) (State) (City) (Zip) X Form filed by One Reporting Form filed by More than One Reporting Person

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. Transactio Code (Instr. 8)		4. Securities n(A) or Dispo (Instr. 3,	sed C	of (D)	5. Amount of Securities Beneficially Owned Following	6. Owner-ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
			Code	٧	Amount	A/D	Price	(Instr. 3 and	Indirect (I) (Instr.	(Instr. 4)			
Common Stock, \$0.01 Par Value	04/29/2003		F		62,500(1)	D	\$6.22	598,510	D				

	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	3. Transaction Date	3A. Deemed Execution Date, if		of	and	7. Title and end end but of Underlying psecurities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Owner- ship Form of	11. Na Ind Be Ov			

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	Deri- vative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	(Instr.8)								(Instr.5)	Owned Following Reported Transaction(s) (Instr.4)	Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	(Ir
				Code	<	Α	О	DE	ED	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of certain shares of restricted stock previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).

By: Date:

/s/ John P. Kelly

04/30/2003

** Signature of Reporting Person

SEC 1474 (9-02)

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

- * 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).

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.