

Kelley Philip M  
Form 4  
February 27, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2012

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

(Street)  
HOUSTON, TX 77057

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock, \$0.01 Par Value	02/23/2012		A	4,885 (1)	A \$ 0 158,789	D	
Common Stock, \$0.01 Par Value	02/23/2012		A	17,790 (2) (3)	A \$ 0 176,579	D	
Common Stock, \$0.01 Par					242 (4)	I	by 401(K) Plan

Value

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

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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 Report Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

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                      02/27/2012

\*\*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) The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan, and 33 1/3% of the restricted stock generally vests (i.e., the transfer and forfeiture restrictions terminate) on February 19 of each of 2013, 2014 and 2015.
- (2) The shares represent restricted stock issued under the Company's 2004 Stock Incentive Plan. The terms of such restricted stock provide for 0% to 100% of the shares to vest (i.e., the transfer and forfeiture restrictions terminate) on February 19, 2015 based upon the highest average closing price per share of the Company's common stock for 20 consecutive trading days during the period commencing August 24, 2014 and ending on (and including) February 19, 2015 ("Highest Average Price"). The percentage of shares vesting being equal to 33

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1/3%, 66 2/3% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$60.21, \$69.23 or \$79.10, respectively. (footnote continues at footnote 3)

- (footnote 2 continued) If the Highest Average Price is between \$60.21 and \$69.23, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 3.70% per \$1.00 increase in the Highest Average Price above \$60.21). If the Highest Average Price is between \$69.23 and \$79.10, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 3.38% per \$1.00 increase in the Highest Average Price above \$69.23). If the stock price is at or above \$60.21 per share as of February 19, 2015 and remains at or above for 20 consecutive trading days, then a minimum of 33 1/3% of the shares of restricted stock shall vest. Any shares of such restricted stock that do not vest as described in the preceding sentence will generally be forfeited.
- (4) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

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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