

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 July 06, 2007

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 *
 Fortress Investment Group LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/05/2007

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

NEW YORK, NY 10105

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/05/2007 | | S | 4,747,993 | D \$ 35.3 | 0 | I by FIT GSL LLC (1) (2) (3) |
| Common Stock | 07/05/2007 | | S | 19,333,718 | D \$ 35.3 | 0 | I by FRIT PINN LLC (2) (3) (4) |
| Common Stock | 07/05/2007 | | S | 654,968 | D \$ 35.3 | 2,000 | I by Fortress Registered Investment Trust (2) (3) (5) (6) |

| | | | | | | | | |
|--------------|------------|---|-----------|---|---------|-----|---|---|
| Common Stock | 07/05/2007 | S | 5,183,415 | D | \$ 35.3 | 0 | I | by Fortress Pinnacle Investment Fund LLC <u>(2)</u> <u>(3)</u> <u>(7)</u> |
| Common Stock | 07/05/2007 | S | 501,523 | D | \$ 35.3 | 0 | I | by FRIT Holdings LLC <u>(2)</u> <u>(3)</u> <u>(8)</u> |
| Common Stock | | | | | | 464 | I | by Fortress Investment Trust II <u>(3)</u> <u>(6)</u> <u>(9)</u> |

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

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(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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | 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 LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR | | X | | |

NEW YORK, NY 10105

Fortress Operating Entity I LP

1345 AVENUE OF THE AMERICAS 46TH FLOOR

X

NEW YORK, NY 10105

FIG LLC

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

X

NEW YORK, NY 10105

Signatures

FORTRESS INVESTMENT GROUP LLC /s/ Randal A. Nardone, Chief Operating Officer
and Secretary

07/06/2007

__Signature of Reporting Person

Date

/s/ Randal A. Nardone, Chief Operating Officer

07/06/2007

__Signature of Reporting Person

Date

/s/ Randal A. Nardone, Chief Operating Officer

07/06/2007

__Signature of Reporting Person

Date

/s/ Randal A. Nardone, Chief Operating Officer

07/06/2007

__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) FIT Holdings LLC ("FITH") is the sole managing member of FIT GSL LLC. Fortress Investment Trust II ("FIT II") is the sole managing member of FITH. FIT II is majority owned by Fortress Investment Fund II LLC ("FIF II"). Fortress Fund MM II LLC ("FF MM II") is the sole managing member of FIF II. FIG LLC is the sole managing member of FF MM II. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC ("Fortress").

(2) On June 28, 2007, (i) FRIT PINN LLC, FRITH, FRIT, Fortress Pinnacle Investment Fund LLC, and FIT GSL LLC (collectively, the "Selling Shareholders") and certain other selling shareholders named therein, (ii) Morgan Stanley & Co. Incorporated, Allen & Company LLC, and Banc of America Securities LLC, (as representatives for the underwriters named therein, collectively, the "Underwriters") and (iii) Crown Castle International Corp. entered into an Underwriting Agreement (the "Underwriting Agreement") pursuant to which the Selling Shareholders agreed to sell an aggregate of 30,419,617 shares of Common Stock to the Underwriters at \$35.30 per share. As a result of the sale by the Selling Shareholders pursuant to the Underwriting Agreement, which was completed on July 5, 2007, the reporting persons and Selling Shareholders beneficially own less than one percent of Common Stock of the Issuer.

(3) 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.

(4) FRIT Holdings LLC ("FRITH") is the sole managing member of FRIT PINN LLC. Fortress Registered Investment Trust ("FRIT") is the sole managing member of FRITH. FRIT is wholly-owned by Fortress Investment Fund LLC ("FIF"). Fortress Fund MM LLC ("FF MM") is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress.

(5) FRIT is wholly-owned by FIF. FF MM is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress.

(6) Certain of the reported shares were granted to Wesley R. Edens, a director of Crown Castle International Corp. ("CCI"), pursuant to CCI's 2004 Stock Incentive Plan as a component of non-employee director compensation. Pursuant to arrangements in place between each of Fortress Registered Investment Trust ("FRIT") and Fortress Investment Trust II ("FIT II"), on the one hand, and

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Mr. Edens, on the other hand, FRIT and FIT II may be deemed beneficial owners of 2000 and 464 of these reported shares, respectively. Mr. Edens may be deemed to beneficially own 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.

(7) FIG Advisors LLC ("FIGA") is the investment advisor of Fortress Pinnacle Investment Fund LLC. FIG LLC is the sole managing member of FIGA. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress.

(8) FRIT is the sole managing member of FRITH. FRIT is wholly-owned by FIF. FF MM is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress.

(9) FIT II is majority owned by FIF II. FF MM II is the sole managing member of FIF II. FIG LLC is the sole managing member of FF MM II. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress.

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.