

CROWN CASTLE INTERNATIONAL CORP

Form 4

August 20, 2002

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/ OMB APPROVAL /
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| FORM 4 |
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U.S. 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
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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

MARTIN J. LANDIS

(Last) (First) (Middle)

c/o Crown Castle International Corp.
510 Bering, Suite 500

(Street)

Houston Texas 77057

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CROWN CASTLE INTERNATIONAL CORP. (CCI)

3. I.R.S. Identification Number of Reporting Person, if an entity
(voluntary)

4. Statement for Month/Year August 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director ___ Officer ___ 10% Owner ___ Other
(give title below) (specify below)
Chairman of the Board of Directors

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 at End of Month (Instr. 3 a |
|----------------------------------|--------------------------------------|--------------------------------|---|---|------------|--------|--|
| | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock \$0.01 Par Value | 8/16/02 | P | | 200,000 | A | \$1.35 | |
| | 8/19/02 | P | | 100,000 | A | \$1.81 | 639,786 |
| | | | | | | | 2,000 |

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) | 4. Transaction Code (Instr. 8) | |
|--|--|--------------------------------------|--------------------------------|---|
| | | | Code | V |
| | | | | |
| | | | | |
| | | | | |

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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 |
|--|---|--|---|
| | | | |
| | | | |
| | | | |

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| Date Exer- cisable | Expira- tion Date | Title | Amount or Number of Shares | at En of Month (Inst |
|--------------------------|-------------------------|-------|----------------------------------|-------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- | ----- |
| ----- | ----- | ----- | ----- | ----- |
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| ----- | ----- | ----- | ----- | ----- |

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

Explanation of Responses:

| | |
|---------------------------------|---------|
| /s/ J. LANDIS MARTIN | 8/19/02 |
| ----- | ----- |
| **Signature of Reporting Person | Date |
| J. LANDIS MARTIN | |

- * If this 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 provided 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.