

MCKENZIE ROBERT F
Form 4
January 21, 2010

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 *
MCKENZIE ROBERT F

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, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2010

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

(Street)
HOUSTON, TX 77057

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 | | |
| Common Stock \$0.01 Par Value | 01/20/2010 | | M | | 2,500 (2) | A | \$ 33.25 40,180 D |
| Common Stock \$0.01 Par Value | 01/20/2010 | | M ⁽¹⁾ | | 2,500 (1) (2) | A | \$ 33.25 42,680 D |
| Common Stock \$0.01 Par Value | 01/20/2010 | | S | | 2,500 (2) | D | \$ 39 40,180 D |

Common
 Stock
 \$0.01 Par Value 01/20/2010 S⁽¹⁾ 2,500
 (1) (2) D \$ 39 37,680 D

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.

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to purchase Common Stock) | \$ 33.25 | 01/20/2010 | | M | 2,500 (2) | 02/02/2000 02/02/2010 | Common Stock | 2,500 |
| Stock Option (right to purchase Common Stock) | \$ 33.25 | 01/20/2010 | | M ⁽¹⁾ | 2,500 (1) (2) | 02/02/2000 02/02/2010 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKENZIE ROBERT F 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057 | | X | | |

Signatures

/s/ Robert F.
McKenzie

01/21/2010

 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) This transaction was conducted in connection with a separation agreement approved by and entered as an order of a Colorado District Court. The Reporting Person disclaims beneficial ownership of the securities acquired or disposed of in connection with such transaction.
- (2) The option exercises and sales reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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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