

Kelley Philip M
Form 4
February 02, 2010

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2010

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

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	(A) or (D)	Price
Common Stock, \$0.01 Par Value	02/01/2010		M		14,000	A	\$ 31.875
Common Stock, \$0.01 Par Value	02/01/2010		S		14,000	D	\$ 37.108 (1)
Common Stock, \$0.01 Par	02/01/2010		M		7,500	A	\$ 20.188

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Value								
Common Stock, \$0.01 Par Value	02/01/2010	S	7,500	D	\$ 37.105 <u>(2)</u>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	M	5,014	A	\$ 30.875	201,621	D	
Common Stock, \$0.01 Par Value	02/01/2010	S	5,014	D	\$ 36.91 <u>(3)</u>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	M	1,865	A	\$ 23.375	198,472	D	
Common Stock, \$0.01 Par Value	02/01/2010	S	1,865	D	\$ 36.973	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	M	20,000	A	\$ 24.688	216,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	S	20,000	D	\$ 36.976 <u>(4)</u>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	M	50,000	A	\$ 8.7	246,607	D	
Common Stock, \$0.01 Par Value	02/01/2010	S	50,000	D	\$ 37.092 <u>(5)</u>	196,607	D	
Common Stock, \$0.01 Par Value						242 <u>(6)</u>	I	by 401(K) Plan

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

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displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase Common Stock)	\$ 31.875	02/01/2010		M	14,000	<u>(7)</u> 02/01/2010	Common Stock	14,000	
Stock Option (right to purchase Common Stock)	\$ 20.188	02/01/2010		M	7,500	<u>(8)</u> 02/02/2010	Common Stock	7,500	
Stock Option (right to purchase Common Stock)	\$ 30.875	02/01/2010		M	5,014	<u>(9)</u> 11/15/2010	Common Stock	5,014	
Stock Option (right to purchase Common Stock)	\$ 23.375	02/01/2010		M	1,865	<u>(10)</u> 12/20/2010	Common Stock	1,865	
Stock Option (right to purchase Common Stock)	\$ 24.688	02/01/2010		M	20,000	<u>(11)</u> 02/22/2011	Common Stock	20,000	
Stock Option	\$ 8.7	02/01/2010		M	50,000	09/25/2005 ⁽¹²⁾ 09/25/2011	Common Stock	50,000	

