

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 May 02, 2008

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 *
SPO ADVISORY CORP

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)
**591 REDWOOD HIGHWAY,
 SUITE 3215**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2008

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

MILL VALLEY, CA 94941

(City) (State) (Zip)

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

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) Code V Amount Price | | | |
| Common Stock | 05/01/2008 | | S | 1,900 D \$ 39.26 | 36,923,663 (1) (2) (3) (4) (5) | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 1,200 D \$ 39.27 | 36,922,463 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 500 D \$ 39.28 | 36,921,963 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 5,600 D \$ 39.29 | 36,916,363 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 700 D \$ 39.3 | 36,915,663 | I | See footnotes |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|------------|---|---------------|
| Common Stock | 05/01/2008 | S | 10,000 | D | \$ 39.35 | 36,905,663 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 5,000 | D | \$ 39.36 | 36,900,663 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 7,500 | D | \$ 39.8 | 36,893,163 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 1,300 | D | \$ 39.84 | 36,891,863 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 500 | D | \$ 39.88 | 36,891,363 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 5,000 | D | \$ 39.89 | 36,886,363 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 5,000 | D | \$ 39.96 | 36,881,363 | I | See footnotes |
| Common Stock | 05/02/2008 | S | 2,500 | D | \$ 39.99 | 36,878,863 | I | See footnotes |

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 Beneficially 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

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be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the JHS Trust. Additionally, 230,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as the trustee for the JHS Trust, a general partner of Netcong Newton Partners, L.P. ("Netcong").

- (4) Additionally, WEO beneficially owns 1,025,000 shares of the issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners, (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of minor children who share his household, and (iii) 450,000 shares of the issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust"), a trust for the benefit of himself and his wife.
- (5) Additionally, as a result of the sales causing this filing, 13,900 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.

Remarks:

Form 3 of 3.

The persons listed in the Notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in

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