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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

| l | ONB Number. | 3235-0287 |
|---|-------------------------|-----------|
| | Estimated average burde | n |
| | hours per response: | 0.5 |

| 1. Name and Add <u>HATFIELD</u> | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INTERNATIONAL</u> <u>CORP</u> [CCI] | | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner | | |
|---------------------------------|---------|----------|--|-------------------|--|-----------------------|--|
| (Last) (First) (Middle) | | | | | Officer (give title below) | Other (specify below) | |
| 510 BERING DRIVE SUITE 510 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2004 | | · | , | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | ividual or Joint/Group Filing (Check Applicable | | |
| (Street) HOUSTON | TX | 77057 | _ | X | Form filed by One Re Form filed by More th Person | · • | |
| (City) | (State) | (Zip) | _ | | 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) | | | | | Securities Beneficially | (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---|---|----------------------|---------------|-------------------|------------------------------------|-----------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock \$0.01 Par Value | 02/26/2004 | | A | | 3,375 ⁽¹⁾ | A | \$ <mark>0</mark> | 28,375 | D | |

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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The stock is issued pursuant to the Company's 2001 Stock Incentive Plan as a component of director compensation.

<u>/s/ Dale A. Hatfield</u>

** Signature of Reporting Person Date

03/01/2004

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.