FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington,	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response: 0.5								

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Filed	d pursuan	t to Sect	tion 16(a) on	of the Se	ecu

Instruction	on 1(b).	6. 000		File	ed purs	uant	to Section on 30(h) o	16(a) f the I	) of the Solnvestmer	ecurit	ies Exchang	ge Act of 19 of 1940	934		nours	per res	ponse:	0.5	
1. Name and Address of Reporting Person* <u>Levendos Christopher</u>						2. Issuer Name and Ticker or Trading Symbol CROWN CASTLE INC. [ CCI ]							(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director					
(Last) (First) (Middle) 8020 KATY FREEWAY						3. Date of Earliest Transaction (Month/Day/Year) 02/22/2023								X Officer (give title Other (specibelow)  EVP & COO - Fiber					
(Street) HOUSTO	N TX	te) (Ž	7024 Zip)	D. vis		4. If Amendment, Date of Original Filed (Month/Day/Year)					Line	Form filed by One Reporting Person Form filed by More than One Reporting Person							
1. Title of Se	ecurity (Instr.			2. Trans		72	2A. Deeme	d	3.		4. Securit	ies Acquire Of (D) (Inst	d (A) or	5. Amoun				7. Nature of	
Date (Month/D					Day/Year) if an		Execution Date, if any (Month/Day/Year)		Code (Instr. 5)			OI (D) (IIIsi	.r. 3, 4 and	Beneficia	Beneficially Owned Following		Indirect str. 4)	Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	tion(s)				
		Т	able II - I					•	,	•	osed of, onvertib		•	Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)  3. Deem Execution if any (Month/Da		Date, Trans Code		saction of Deriv Secu Acqu (A) o Disp of (D		of E		6. Date Exercis: Expiration Date (Month/Day/Yea		e of Securitie		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares						
Time RSUs	(1)	02/22/2023			A		11,734		(2)		(2)	Common Stock	11,734	\$0	11,73	4	D		
Performance RSUs	(1)	02/22/2023			Α		11,120		(3)		(3)	Common Stock	11,120	\$0	11,12	.0	D		
Performance	(1)	02/22/2023			Α		12,999		(4)		(4)	Common	12.999	\$0	12.99	19	D		

## **Explanation of Responses:**

- 1. Each Restricted Stock Unit ("RSU") is issued pursuant to the Company's 2022 Long-Term Incentive Plan and represents a contingent right to receive one share of common stock, and vesting (i.e., forfeiture restriction termination) generally is subject to (i) the reporting person remaining an employee or director of the Company or its affiliates and (ii) the other criteria described in the footnotes below
- 2. 33 1/3% of the Time RSUs vest on February 19 of each of 2024, 2025 and 2026.
- 3. 0% to 150% of these Relative TSR Performance RSUs may vest on February 19, 2026 based on the Company's annualized total stockholder return ("TSR") performance ranking ("TSR Rank") relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ending December 31, 2025. The percentage of Relative TSR Performance RSUs that may vest will be (a) 0% if the TSR Rank is below the 30th percentile; (b) 50% if the TSR Rank is at the 30th percentile; (c) 100% if the TSR Rank is at the 55th percentile; and (d) 150% if the TSR Rank is at the 90th percentile or greater. If the TSR Rank is between the 30th and 55th percentiles or between the 55th and 90th percentiles, the percentage of Relative TSR Performance RSUs that may vest is determined using linear interpolation.
- 4.0% to 150% of these Absolute TSR Performance RSUs may vest on February 19, 2026 based on the Company's annualized TSR for the three-year period ending December 31, 2025. The percentage of Absolute TSR Performance RSUs that may vest will be (a) 0% if TSR is below 6.5%; (b) 50% if TSR is 6.5%; (c) 100% if TSR is 11.5%; and (d) 150% if TSR is 16.5% or greater. If TSR is between 6.5% and 11.5% or between 11.5% and 16.5%, the percentage of Absolute TSR Performance RSUs that may vest is determined using linear interpolation.

## Remarks:

**RSUs** 

/s/ Christopher Levendos

02/24/2023

\*\* Signature of Reporting Person

Stock

Date

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.