

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 27, 2007

**Crown Castle International Corp.
(Exact Name of Registrant as Specified in its Charter)**

**Delaware
(State or Other
Jurisdiction of
Incorporation)**

**001-16441
(Commission File
Number)**

**76-0470458
(IRS Employer
Identification
Number)**

**510 Bering Drive
Suite 600
Houston, TX 77057
(Address of Principal Executive Office)**

Registrant's telephone number, including area code: (713) 570-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01 – REGULATION FD DISCLOSURE

On June 27, 2007, Crown Castle International Corp. (“Company”) issued a press release announcing that it has reiterated its outlook for the second quarter and full year 2007. The June 27, 2007 press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 8.01 – OTHER EVENTS

On June 27, 2007, the Company issued a press release announcing that certain of its stockholders are commencing a secondary offering of approximately 36.4 million shares of its common stock pursuant to an automatic shelf registration statement on Form S-3 (Registration No. 333-140452) that Crown Castle previously filed with the Securities and Exchange Commission on February 5, 2007. The Company is party to a stockholders agreement with such selling stockholders. In connection with the proposed offering, the Company has agreed to waive the remainder of an initial 180-day lock-up that would have limited the number of shares that can be sold by such selling stockholders. The lock-up was otherwise due to expire on July 12, 2007. The June 27, 2007 press release is attached as Exhibit 99.2 to this Form 8-K.

ITEM 9.01 -- FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated June 27, 2007
99.2	Press Release dated June 27, 2007

The information in Item 7.01 of this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.

Date: June 28, 2007

By: /s/ E. Blake Hawk

Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated June 27, 2007
99.2	Press Release dated June 27, 2007

Crown Castle International

News Release

www.crowncastle.com

Moreland, CFO

Contacts: Ben

Jay Brown, Treasurer
Crown Castle

International Corp.

713-570-3000

FOR IMMEDIATE RELEASE

CROWN CASTLE INTERNATIONAL REITERATES SECOND QUARTER AND FULL YEAR 2007 OUTLOOK

June 27, 2007 – HOUSTON, TEXAS – Crown Castle today reiterated its Outlook for the second quarter and full year 2007, as previously provided on May 2, 2007.

Crown Castle International Corp. engineers, deploys, owns and operates technologically advanced shared wireless infrastructure, including extensive networks of towers. Crown Castle offers significant wireless communications coverage to 91 of the top 100 US markets and to substantially all of the Australian population. Crown Castle owns, operates and manages over 22,000 and over 1,400 wireless communication sites in the US and Australia, respectively. For more information on Crown Castle, please visit <http://www.crowncastle.com>.

Cautionary Language Regarding Forward-Looking Statements

This press release contains forward-looking statements and information that are based on our management's current expectations. Such statements include, but are not limited to, plans, projections, and estimates regarding our Outlook, including as such Outlook relates to (i) site rental revenue, (ii) site rental cost of operations, (iii) site rental gross margin, (iv) Adjusted EBITDA, (v) interest expense and amortization of deferred financing costs, (vi) sustaining capital expenditures, (vii) recurring cash flow (including recurring cash flow per share) and (viii) net loss (including net loss per share). Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including but not limited to prevailing market conditions and the following:

- Ø The merger of Global Signal Inc. ("Global Signal") into a subsidiary of Crown Castle ("Merger") may cause disruptions in our business, which may have an adverse effect on our business and financial results.
- Ø The assets of Global Signal acquired in the Merger may not perform as expected, which may have an adverse effect on our business, financial condition or results of operations.
- Ø The integration of Global Signal is expected to result in substantial expenses and may present significant challenges.
- Ø Our business depends on the demand for wireless communications and towers, and we may be adversely affected by any slowdown in such demand, including a slow down attributable to wireless carrier consolidation or by the sharing of networks by wireless carriers.
- Ø The loss or consolidation of, network sharing among, or financial instability of any of our limited number of customers may materially decrease revenues.
- Ø Our substantial level of indebtedness may adversely affect our ability to react to changes in our business and limit our ability to use debt to fund future capital needs.
- Ø An economic or wireless telecommunications industry slowdown may materially and adversely affect our business (including reducing demand for our towers and network services) and the business of our customers.
- Ø We operate in a competitive industry, and some of our competitors have significantly more resources or less debt than we do.
- Ø Technology changes may significantly reduce the demand for tower leases and negatively impact the growth in our revenues.
- Ø New wireless technologies may not deploy or be adopted by customers as rapidly or in the manner projected.
- Ø We generally lease or sublease the land under our towers and may not be able to extend these leases.
- Ø We may need additional financing, which may not be available, for strategic growth opportunities.
- Ø Modeo's business has certain risk factors different from our core tower business, including an unproven business model, and may fail to operate successfully and produce results that are less than anticipated. In addition, Modeo's business may require additional financing which may not be available.
- Ø FiberTower's business has certain risk factors different from our core tower business (including an unproven business model and the Risk Factors set forth in its SEC filings) and may produce results that are less than anticipated, resulting in a write off of all or part of our investment in FiberTower. In addition, FiberTower's business may require additional financing which may not be available.
- Ø Laws and regulations, which may change at any time and with which we may fail to comply, regulate our business.
- Ø Sales or issuances of a substantial number of shares of our common stock may adversely affect the market price of our common stock.
- Ø We are heavily dependent on our senior management.
- Ø Our network services business has historically experienced significant volatility in demand, which reduces the predictability of our results.
- Ø We may suffer from future claims if radio frequency emissions from wireless handsets or equipment on our towers are demonstrated to cause negative health effects.
- Ø Certain provisions of our certificate of incorporation, bylaws and operative agreements and domestic and international competition laws may make it more difficult for a third party to acquire control of us or for us to acquire control of a third party, even if such a change in control would be beneficial to our stockholders.
- Ø Disputes with customers and suppliers may adversely affect results.
- Ø We may suffer losses due to exposure to changes in foreign currency exchange rates relating to our operations outside the U.S.

Should one or more of these or other risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential risk factors which could affect our results is included in our filings with the Securities and Exchange Commission.

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Crown Castle International

News Release

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FOR IMMEDIATE RELEASE**CROWN CASTLE ANNOUNCES SECONDARY COMMON STOCK OFFERING BY SELLING STOCKHOLDERS**

June 27, 2007 – HOUSTON, TEXAS– Crown Castle International Corp. (NYSE: CCI) today announced that certain of its stockholders are commencing a secondary offering of 36,392,081 of its common shares pursuant to a registration statement that Crown Castle previously filed with the Securities and Exchange Commission (“SEC”). The shares of common stock are being offered by funds managed by affiliates of Fortress Investment Group LLC, Greenhill Capital Partners, LLC and certain of its affiliated investment funds, and certain investment funds affiliated with Abrams Capital, LLC. Crown Castle will not receive any proceeds from the sale of its common shares by the selling stockholders.

This offering is being made only by means of a prospectus and related prospectus supplement. An effective registration statement is on file with the SEC and a copy of the preliminary prospectus supplement, together with the prospectus, will be available on the SEC’s website, www.sec.gov. Morgan Stanley & Co. Incorporated will be sole book runner of the offering. Allen & Company LLC and Bank of America Securities LLC will serve as co-managers of the offering. The preliminary prospectus supplement and the accompanying prospectus may also be obtained by contacting Morgan Stanley & Co. Incorporated, Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, 866-718-1649, or by e-mail at prospectus@morganstanley.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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Crown Castle International Corp. engineers, deploys, owns and operates technologically advanced shared wireless infrastructure, including extensive networks of towers. Crown Castle offers significant wireless communications coverage to 91 of the top 100 US markets and to substantially all of the Australian population. Crown Castle owns, operates and manages over 22,000 and over 1,400 wireless communication sites in the US and Australia, respectively. For more information on Crown Castle, please visit <http://www.crowncastle.com>.

Cautionary Language Regarding Forward-Looking Statements

This press release contains various forward-looking statements and information that are based on management's belief, as well as assumptions made by and information currently available to management. Forward-looking information includes statements regarding the secondary offering, including the timing thereof. Furthermore, the closing of the offering is subject to several conditions to closing, which have not yet been satisfied. Although the management of Crown Castle believes that the expectations reflected in its forward-looking statements are reasonable, Crown Castle can give no assurance that those expectations will prove to have been correct. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including prevailing market conditions and other factors. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential risk factors that could affect the results of Crown Castle is included in Crown Castle's filings with the Securities and Exchange Commission.

SOURCE: Crown Castle International Corp.

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