

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

Crown Castle International Corp.
(Exact name of registrant as specified in its charter)
Delaware
(State or other jurisdiction of incorporation or organization)

76-047058
(I.R.S. Employer Identification No.)
510 Bering Drive
Suite 500
Houston, TX 77057
(713) 570-3000
(Address and telephone number of principal executive offices)

Crown Castle International Corp. 1995 Stock Option Plan
Castle Transmissions Services (Holdings) Ltd.
All Employee Share Option Scheme
Castle Transmissions Services (Holdings) Ltd.
Unapproved Share Option Scheme
Castle Transmissions Services (Holdings) Ltd.
Bonus Share Plan
Castle Transmissions Services (Holdings) Ltd.
Deed of Grant Options to Ted B. Miller, Jr.
David L. Ivy and George R. Reese

Mr. Charles C. Green, III
Executive Vice President
and Chief Financial Officer
Crown Castle International Corp.
510 Bering Drive
Suite 500
Houston, TX 77057
(713) 570-3000
(Name, address and telephone number of agent for service)
with copies to
Stephen L. Burns, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share.....	22,029,326(1)	\$ 8.09(2)	\$178,217,247.34(2)	
Common Stock, par value \$.01 per share.....	9,390,925(3)	\$11.54(4)	\$108,371,274.50(4)	
Options to acquire Common Stock.....	357,357(5)	\$3.94(2)	\$1,407,986.58(2)	
Options to acquire Common Stock.....	357,357 (6)	\$3.94(2)	\$1,407,986.58(2)	\$80,454.42

- (1) Includes (i) 17,636,876 shares issuable pursuant to the CCIC 1995 Stock Option Plan, (ii) 285,250 shares issuable pursuant to the CTSB All Employee Share Option Scheme, (iii) 1,649,844 shares issuable pursuant to the CTSB Unapproved Share Option Scheme, (iv) 357,357 shares issuable pursuant to the CTSB Bonus Share Plan and (v) 2,100,000 shares issuable to CTSB option grants to Ted B. Miller, Jr., David L. Ivy and George R. Reese.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (h)(1) under the Securities Act based on a weighted average of the exercise price of options to purchase Common Stock issued under the CCIC 1995 Stock Option Plan, the CTSB Employee Share Option Scheme, the CTSB Unapproved Share Option Scheme, the CTSB Bonus Share Plan and CTSB option grants to Ted B. Miller, Jr., David L. Ivy and George R. Reese.
- (3) Shares registered for resale hereunder.
- (4) Estimated solely for the purpose of calculating the registration fee

- pursuant to Rule 457(c) under the Securities Act.
- (5) Represents compensatory options to acquire Common Stock issued to employees by a trust affiliated with CCIC (the "Trust") pursuant to the CTSH Bonus Share Plan.
- (6) Represents options to acquire Common Stock issued by CCIC to the Trust pursuant to the CTSH Bonus Share Plan.
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PROSPECTUS

CROWN CASTLE INTERNATIONAL CORP.

9,390,925 shares of Common Stock
of Crown Castle International Corp.

This Prospectus covers the offering for resale of shares (the "Shares") of Common Stock, par value \$.01 per share, of Crown Castle International Corp. ("CCIC") by the Selling Stockholders named herein under "Selling Stockholders", who acquired (or will acquire) their Shares pursuant to the CCIC 1995 Stock Option Plan, the All Employee Share Option Scheme of Castle Transmission Services (Holdings) Ltd. ("CTSH"), the CTSH Unapproved Share Options Scheme, the CTSH Bonus Share Plan and the CTSH Deed of Grant Options to Ted B. Miller, Jr., David L. Ivy and George R. Reese. CCIC will not receive any proceeds from the sale of the Shares covered by this Prospectus. This Prospectus covers the offering for resale of (i) Shares acquired by the Selling Shareholders prior to the filing of a Registration Statement on Form S-8 by CCIC ("Restricted Shares") and (ii) Shares acquired by Selling Shareholders who are affiliates of CCIC (within the meaning of Rule 144) after the filing of a Registration Statement on Form S-8 ("Control Shares").

The Shares are listed on the Nasdaq Stock Market's National Market ("Nasdaq") under the symbol "TWRS".

The shares covered by this Prospectus may be offered for sale from time to time on Nasdaq or otherwise, at prices then obtainable.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED
BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY
STATE SECURITIES COMMISSION NOR HAS THE
SECURITIES AND EXCHANGE COMMISSION OR ANY
STATE SECURITIES COMMISSION PASSED UPON
THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS.
ANY REPRESENTATION TO THE CONTRARY IS A
CRIMINAL OFFENSE.

The date of this Prospectus is November 16, 1998

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED BY CCIC TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN AS CONTAINED IN CONNECTION WITH THE OFFERING DESCRIBED HEREIN. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR A SOLICITATION WITHIN ANY STATE TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

AVAILABLE INFORMATION

CCIC is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy and information statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports and other information can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the Regional Offices of the Commission at 7 World Trade Center, 13th Floor, New York, New York 10048 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. Copies of such material can be obtained by mail from the Public Reference Section of the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. The Commission maintains a Web site (<http://www.sec.gov>) that contains reports, proxy and information statements and other materials that are filed through the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

CCIC has filed with the Commission a Registration Statement on Form S-8 (including any amendments or supplements thereto, the "Registration Statement") under the Securities Act of 1933 (the "Securities Act") with respect to the Shares offered hereby. This Prospectus, which forms a part of the Registration Statement, does not contain all the information set forth in the Registration Statement, certain parts of which have been omitted in accordance with the rules and regulations of the Commission. Statements contained herein concerning the provisions of such documents are not necessarily complete and, in each instance, reference is made to the copy of such document filed as an exhibit to the Registration Statement or otherwise filed with the Commission. Each such statement is qualified in its entirety by such reference. The Registration Statement and the exhibits thereto can be inspected and copied at the public reference facilities and regional offices referred to above.

INCORPORATION BY REFERENCE

The following documents, which are filed with the Commission, are incorporated in this Prospectus by reference:

- (1) The amended Registration Statement of CCIC on Form S-1 filed with the Commission on August 18, 1998;
- (2) The portion of CCIC's Form 8-A dated August 4, 1998 filed under Section 12 of the Exchange Act, the describes the Common Stock, and all amendments or reports filed for the purpose of updating such description; and
- (3) CCIC's quarterly reports on Form 10-Q filed on August 12, 1998 and May 15, 1998.

All documents filed by CCIC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and prior to the termination of this offering shall be deemed to be incorporated in this Prospectus by reference and to be a part hereof from the respective dates of the filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

CCIC hereby undertakes to provide without charge to each person to whom a copy of this Prospectus has been delivered, upon the written or oral request of any such person, a copy of any and all of the documents referred to above which have been or may be incorporated in this Prospectus by reference, other than exhibits to such documents which are not specifically incorporated by reference into such documents. Requests for such copies should be directed to Vice President (Corporate Affairs), Crown Castle International Corp., 510 Bering Drive, Suite 500, Houston, TX 77057, (713) 570-3000.

SELLING STOCKHOLDERS

Set forth below for each of the Selling Stockholders is the number of Shares that may be sold by

such Selling Stockholder hereunder. All Selling Stockholders are current or former employees, directors or consultants of CCIC or its predecessors, or family members of such individuals, and all such Shares were acquired pursuant to stock based plans of, or compensatory stock-based arrangements with, CCIC or its applicable predecessors.

Name of Selling Stockholder and Position with CCIC(1)	Number of Shares Beneficially Owned by Selling Stockholder Prior to Offering(2)	Number of Restricted Shares to be Offered by Selling Stockholder	Number of Control Shares to be Offered by Selling Stockholder(3)	Amount of Shares Owned After Completion of Offering
Ted B. Miller, Jr. - Chief Executive Officer and Vice Chairman of the Board (Principal Executive Offer)	4,016,102(a)	105,000	3,983,000	963,102
David L. Ivy - President and Director	1,380,000	120,000	1,880,000	0
John L. Gwyn - Executive Vice President	132,500	2,500	475,000	0
Kathy Broussard	62,000	2,500		59,500
George Reese	920,000	70,000		850,000
Alan Rees	305,672	70,000		235,672
Nigel L. Turner	99,867	35,000		64,867
John J. Ward	99,867	35,000		64,867
Martin Ellen	99,867	35,000		64,867
Angela M. Dennehy	99,867	35,000		64,867
Terence R. Wing	94,477	35,000		59,477
Robert G. Crutchley	59,703	28,000		31,703
Jonathan Davies	58,088	28,000		30,088
Michael J. Doran	58,088	28,000		30,088
D. Nicholas Davies	58,088	28,000		30,088
Stanley J. Cooper	58,088	28,000		30,088
Robert F. McKenzie-Director	197,500	18,125	104,375	75,000
Thomas A. Beaton	38,565	21,550		17,015
William E. Zierden	14,995	8,875		6,120
Carl Ferenbach-Chairman of the Board	20,735,805(b)		25,000	20,710,805
Robert A. Crown-Director	5,782,500(c)		762,500	5,645,000
Michel Azibert-Director	50,000		5,000	50,000
Bruno Chetaille-Director	0		5,000	0
William A. Murphy-Director	0		5,000	0
J. Landis Martin	844,035(d)		122,500	714,423
Edward C. Hutcheson, Jr.- Director	650,000(e)		50,000	600,000
Charles C. Green III - Executive Vice President and Chief Financial Officer	675,000		1,190,000	0
Jeffrey H. Schutz -Director	9,837,040(f)		25,000	9,812,040
Randall A. Hack-Director	5,080,080(g)		25,000	5,055,080
Total Shares	51,507,794 =====	733,550 =====	8,657,375 =====	45,254,757 =====

- (1) Title of position with CCIC listed for directors and executive officers only.
- (2) In determining the number of shares beneficially owned by each person, shares that may be acquired by such person pursuant to options, warrants or convertible stock exercisable or convertible within 60 days of the date hereof are deemed outstanding for purposes of determining the total number of outstanding shares for such person. To the best of CCIC's knowledge, except as otherwise indicated, beneficial ownership includes sole voting and dispositive power with respect to all shares.
- (3) Includes shares subject to vested and unvested options.
- (a) A trust for the benefit of Mr. Miller's children holds 99,995 shares of Common Stock.
- (b) Includes 20,710,805 shares of Common Stock beneficially owned by certain entities in which Mr. Ferenbach has a pecuniary interest. Mr. Ferenbach disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (c) Includes 2,152,500 shares of Common Stock owned by Mr. Crown, 2,589,375 shares of Common Stock owned by his spouse, over which she has sole voting and dispositive power, 125,000 shares of Common Stock that are jointly owned, 915,625 shares of Common Stock owned by a grantor retained annuity trust for Ms. Crown.
- (d) A trust for the benefit of Mr. Martin's children holds 30,000 shares of Common Stock. Mr. Martin is a limited partner in certain funds that own Common Stock, but disclaims beneficial

ownership of the Company's securities directly beneficially held by such funds.

- (e) A trust for the benefit of Mr. Hutcheson's children holds 50,000 shares of Common Stock.
- (f) Includes 9,812,040 shares of Common Stock beneficially owned by certain entities in which Mr. Schutz has a pecuniary interest. Mr. Schutz disclaims beneficial ownership of such shares
- (g) Includes 5,055,080 shares of Common Stock beneficially owned by certain entities in which Mr. Hack has a pecuniary interest. Mr. Hack disclaims beneficial ownership of such shares.

Sales under this Prospectus may also be made by certain unnamed persons who are employees of, but not directors or controlling persons of, the Company who hold the lesser of (1) 1,000 Shares or (2) 1% of the Shares issuable under any of CCIC's plans covering Shares to be offered under this Prospectus (the "De Minimis Amount"). The amount of Shares that may be offered by each such unnamed persons under this Prospectus may not exceed the De Minimis Amount.

PLAN OF DISTRIBUTION

CCIC is not aware of any plan of distribution with respect to Selling Stockholders. Distribution of the Shares by the Selling Stockholders may be effected from time to time in one or more transactions (which may involve block transactions) (i) on the Nasdaq, (ii) in the over-the-counter market, (iii) in transactions otherwise than on such exchange or in the over-the-counter market or (iv) in a combination of any such transactions. Such transactions may be effected by the Selling Stockholders at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices. The Selling Stockholders may effect such transactions by selling Shares to or through broker-dealers, and such broker-dealers may receive compensation in the form of discounts or commissions from the Selling Stockholders and may receive commissions from the purchasers of Shares for whom they may act as agent. The amount of Shares to be reoffered or resold pursuant to this Prospectus by each Selling Stockholder and any other person with whom he or she is acting in concert for the purpose of selling securities of CCIC, may not exceed, during any three-month period, the amount specified in Rule 144(e) of the Securities Act.

EXPERTS

The consolidated financial statements and schedule of the Company and its applicable predecessors incorporated by reference in this Registration Statement have been included herein in reliance upon the report of KPMG Peat Marwick LLP, independent certified public accountants, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.

Certain financial statements of TEA Group Incorporated (a predecessor to the Company) incorporated by reference in this Registration Statement have been audited by Ernst & Young LLP and are included herein in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

LEGAL OPINION

Cravath, Swaine & Moore, counsel for the Company, will give its opinion as to the legality of the Common Stock being offered hereby, indicating that when sold, the Common Stock will be legally issued, fully paid and nonassessable.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents of Crown Castle International Corp. ("CCIC"), which are filed with the Commission, are incorporated in this Prospectus by reference:

- (1) The amended Registration Statement of CCIC on Form S-1 filed with the Commission on August 18, 1998;
- (2) The portion of CCIC's Form 8-A dated August 4, 1998 filed under Section 12 of the Exchange Act, the describes the Common Stock, and all amendments or reports filed for the purpose of updating such description; and
- (3) CCIC's quarterly reports on Form 10-Q filed on August 12, 1998 and May 15, 1998.

In addition, all documents subsequently filed by CCIC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or supersede, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Not Applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law ("DGCL") provides that a corporation has the power to indemnify any director or officer, or former director or officer, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) against the expenses (including attorney's fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by them in connection with the defense of any action by reason of being or having been directors or officers, if such person shall have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, provided that such person had no reasonable cause to believe his conduct was unlawful, except that, if such action shall be in the right of the corporation, no such indemnification shall be provided as to any claim, issue or matter as to which such person shall have been judged to have been liable to the corporation unless and to the extent that the Court of Chancery of the State of Delaware (the "Court of Chancery"), or any court in such suit or action was brought, shall determine upon application that, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as such court shall deem proper.

Accordingly, the Certificate of Incorporation of CCIC and amendments thereto provide that CCIC shall, to the maximum extent permitted from time to time under the DGCL indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason or the fact that he is or was or has agreed to be a director, officer of CCIC or while a director or officer is or was serving at the request of CCIC as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefits plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require CCIC to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person.

Furthermore, a director of CCIC shall not be liable to CCIC or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability

or limitation thereof is not permitted under the DGCL as currently in effect or as the same may hereafter be amended.

CCIC's By-laws provide that CCIC shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of CCIC) by reason of the fact that he is or was a director, officer, employee or agent of CCIC, or is or was serving at the request of CCIC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of CCIC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

CCIC's By-laws further provide that CCIC shall similarly indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to CCIC unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Chancery or such other court shall deem proper.

CCIC carries liability insurance for its directors and officers.

Item 7. Exemption from Registration Claimed.

CCIC and its predecessors have issued and sold an aggregate of 733,550 shares of CCIC Common Stock pursuant to various compensatory arrangements with certain employees of CCIC or its predecessors and their families who may sell shares pursuant to the Prospectus contained herein. The issuances were deemed to be exempt from registration under the Securities Act pursuant to Section 4(2) thereof as transactions that did not involve any public offering. All recipients had adequate access, through their relationship with CCIC, to information about CCIC.

Item 8. Exhibits.

- 5.1 Opinion of Cravath, Swaine & Moore.
- 23.1 Consent of KPMG Peat Marwick LLP.
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of Cravath, Swaine & Moore (included in the opinion filed as Exhibit 5.1).
- 24.1 Power of Attorney.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

(2) That, for the purpose of determining liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of each of the Registrant's annual reports pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant have been advised that in the

opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrants of expenses incurred or paid by a director, officer or controlling person of the Registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of their counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Houston State of Texas, this 12 day of November, 1998.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ Charles C. Green, III

Name: Charles C. Green, III
Title: Executive Vice
President and Financial
Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Ted. B. Miller, Jr., David L. Ivy and Charles C. Green, III, or any of them, each acting alone, his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933, including to sign the Registration Statement in the name and on behalf of the Registrant or on behalf of the undersigned as a director or officer of the Registrant, and any and all amendments or supplements to the Registration Statement, including any and all stickers and post-effective amendments to the Registration Statement and to sign any and all additional registration statements relating to the same offering of securities as those that are covered by the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on this 16th day of November, 1998.

Signature	Title
/s/ Ted B. Miller, Jr. - ----- Ted B. Miller, Jr.	Chief Executive Officer and Vice Chairman of the Board (Principal Executive Officer)
/s/ Charles C. Green, III - ----- Charles C. Green, III	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ David L. Ivy - ----- David L. Ivy	President and Director
/s/ Wesley D. Cunningham - ----- Wesley D. Cunningham	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)

/s/ Carl Ferenbach	Chairman of the
- -----	Board
Carl Ferenbach	
/s/ Robert A. Crown	Director
- -----	
Robert A. Crown	
/s/ Randall A. Hack	Director
- -----	
Randall A. Hack	
/s/ Edward C. Hutcheson	Director
- -----	
Edward C. Hutcheson, Jr.	
/s/ J. Landis Martin	Director
- -----	
J. Landis Martin	
/s/ Robert F. McKenzie	Director
- -----	
Robert F. McKenzie	
- -----	Director
Jeffrey H. Schutz	
/s/ Michel Azibert	Director
- -----	
Michel Azibert	
/s/ Bruno Chetaille	Director
- -----	
Bruno Chetaille	
/s/ William A. Murphy	Director
- -----	
William A. Murphy	

[Letterhead of]

CRAVATH, SWAINE & MOORE
[New York Office]

November 16, 1998

Crown Castle International Corp.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Crown Castle International Corp., a Delaware Corporation (the "Company"), in connection with the registration by the Company under the Securities Act of 1933 (the "Act") of 31,420,251 shares of Common Stock, par value \$.01 per share (the "Common Stock"), pursuant to a registration statement on Form S-8 (the "Registration Statement") to which this opinion is being filed as an exhibit. Of these shares, 22,029,326 of such shares of Common Stock are proposed to be issued pursuant to the Crown Castle International Corp. 1995 Stock Option Plan, The Castle Transmissions Service (Holdings) Ltd. All Employee Share Option Scheme, The Castle Transmissions Services (Holdings) Ltd. Unapproved Share Option Scheme, The Castle Transmissions Services (Holdings) Ltd. Bonus Share Plan and Castle Transmissions Services (Holdings) Ltd. Deed of Grant Options to Ted B. Miller, Jr., David L. Ivy and George R. Reese (collectively the "Option Plans"). The remaining 9,390,925 of such shares of Common Stock were issued, or will be, under the Option Plans and are being resold pursuant to a Prospectus included in the Registration Statement.

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including (a) the Restated Certificate of Incorporation of the Company; (b) the Amended and Restated By-laws of the Company, (c) the Option Plans and (d) an officer's certificate of the Company with respect to certain matters.

Based upon the foregoing, we are of the opinion that (i) the shares of Common Stock issued pursuant to the Option Plans have been duly authorized, validly issued and fully paid and nonassessable and (ii) when the shares of Common Stock are issued in accordance with the terms of the Option Plans, the shares of Common Stock issued pursuant to such Option Plans

will be duly authorized, validly issued, fully paid and nonassessable.

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal laws of the United States of America.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Opinion" in the Registration Statement.

Very truly yours,

/s/ Cravath, Swaine & Moore

Crown Castle International Corp.
510 Bering Drive
Suite 500
Houston, TX 77057

EXHIBIT 23.1

The Board of Director
Crown Castle International Corp.:

The audits referred to in our report dated February 20, 1998, included the related financial statement schedule as of December 31, 1997 and 1996, and for each of the years in the three-year period ended December 31, 1997, included in the Registration Statement. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits. In our opinion, such financial statement schedule, when considered in relation to the consolidated financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We consent to the use of our reports incorporated by reference herein and to the reference to our firm under the headings "Experts" in the Prospectus.

KPMG PEAT MARWICK LLP
/s/ KPMG PEAT MARWICK LLP

Houston, Texas
November 16, 1998

EXHIBIT 23.2

Consent

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated February 28, 1996, with respect to the financial statements of TEA Group Incorporated incorporated by reference in the Registration Statement on Form S-8.

ERNST & YOUNG LLP

New York, New York
November 16, 1998