

**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): December 15, 2005

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 1.01 – ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 15, 2005, the Board of Directors of the Company (“Board”) approved changes to the annual equity grant component of compensation for non-employee members of the Board. A summary of the current components of compensation for non-employee members of the Board is attached as Exhibit 10.1 to this report.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of Non-Employee Director Compensation

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.

By: /s/ E. Blake Hawk
Name: E. Blake Hawk
Title: Executive Vice President
and General Counsel

Date: December 19, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of Non-Employee Director Compensation

Summary of Non-Employee Director Compensation

Initial Equity Grant. Each newly appointed or elected non-employee director is granted, pursuant to the Company's 2001 Stock Incentive Plan or 2004 Stock Incentive Plan, a number of unrestricted shares of common stock of the Company ("Common Stock") having a valuation equal to approximately \$90,000, valued at the per share closing price of the Common Stock as of the effective date of such director's appointment or election.

Annual Equity Grant. At the Board's first regularly scheduled meeting of each year, each non-employee director is granted shares of Common Stock having a valuation equal to \$85,000, valued at the per share closing price of the Common Stock as of the date of such first Board meeting.

Retainer and Fees. Each non-employee director receives an annual retainer of \$20,000 (plus an additional \$10,000 for the Audit Committee chairman and an additional \$5,000 for each other Board committee chairman) paid quarterly and reimbursement of reasonable incidental expenses. Each non-employee director also receives \$1,500 for attendance at each Board meeting held "in person" and \$1,000 for attendance at each Board meeting held by conference call. In addition, each non-employee director receives \$1,500 for each Board committee meeting attended (plus, in the case of a Board committee chairman, an additional \$1,000 for each committee meeting after the fourth such meeting in any given year).

Other Benefits. Each non-employee director is eligible to participate, at such director's cost and election, in the Company's medical and dental plans.

Employee Directors. A director who is also an employee of the Company receives no additional compensation for services as a director.