

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(AMENDMENT NO. 2)

CROWN CASTLE INTERNATIONAL CORP.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

22822710

-----  
(CUSIP Number)

Carl Ferenbach  
Berkshire Partners LLC  
One Boston Place  
Suite 3300  
Boston, Massachusetts 02108  
(617) 227-0050

With a copy to:  
David C. Chapin, Esq.  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110  
(617) 951-7371

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 6, 2002

-----  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 8 Pages)

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Fund V, Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7. SOLE VOTING POWER

7,572,132.49

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

7,572,132.49

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,572,132.49

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.56%

14. TYPE OF REPORTING PERSON

PN

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Fund VI, Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7. SOLE VOTING POWER

8,159,446.64

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

8,159,446.64

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,159,446.64

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.83%

14. TYPE OF REPORTING PERSON

PN

1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Berkshire Investors LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) or 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7. SOLE VOTING POWER

846,236.66

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

846,236.66

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

846,236.66

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.40%

14. TYPE OF REPORTING PERSON

PN

This Amendment No. 2 to Schedule 13D is being filed to correct certain clerical errors contained in Annex A to Amendment No. 1 to Schedule 13D ("Amendment No. 1") filed on September 9, 2002 jointly by Berkshire Fund V, Limited Partnership, a Massachusetts limited partnership, Berkshire Fund VI, Limited Partnership, a Massachusetts limited partnership and Berkshire Investors LLC, a Massachusetts limited liability company (collectively, the "Reporting Persons"). In Amendment No. 1, the Reporting Persons inadvertently listed the settlement dates rather than the trade dates as the "Date of Transaction" for their open market purchases of the Issuer's common stock. The revised Annex A attached hereto correctly lists the applicable trade dates as the "Date of Transaction" for such purchases. Unless otherwise set forth below, all previously reported Items are unchanged.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: September 10, 2002

BERKSHIRE FUND V, LIMITED PARTNERSHIP

By: Fifth Berkshire Associates LLC,  
its General Partner

By: /s/ Carl Ferenbach  
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Name: Carl Ferenbach  
-----

Title: Managing Director  
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BERKSHIRE FUND VI, LIMITED PARTNERSHIP

By: Sixth Berkshire Associates LLC,  
its General Partner

By: /s/ Carl Ferenbach  
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Name: Carl Ferenbach  
-----

Title: Managing Director  
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BERKSHIRE INVESTORS, LLC

By: /s/ Carl Ferenbach  
-----

Name: Carl Ferenbach  
-----

Title: Managing Director  
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## ANNEX A

## COMMON STOCK

Reporting Person	Date of Transaction	Number of Shares	Price Per Share	Where and how Transaction Effected
Berkshire Fund V, Limited Partnership ("Fund V")	8/19/02	58,886	\$1.75*	Open Market Purchase by its Broker-Dealer
Berkshire Investors LLC ("Berkshire Investors")	8/19/02	3,114	\$1.75*	Open Market Purchase by its Broker-Dealer
Fund V	8/20/02	237,443	\$1.7481360158*	Open Market Purchase by its Broker-Dealer
Berkshire Investors	8/20/02	12,557	\$1.7481360158*	Open Market Purchase by its Broker-Dealer
Fund V	8/21/02	474,886	\$1.75*	Open Market Purchase by its Broker-Dealer
Berkshire Investors	8/21/02	25,114	\$1.75*	Open Market Purchase by its Broker-Dealer
Fund V	8/26/02	23,744	\$2.05*	Open Market Purchase by its Broker-Dealer
Berkshire Investors	8/26/02	1,256	\$2.05*	Open Market Purchase by its Broker-Dealer
Fund V	8/28/02	115,017	\$2.10*	Open Market Purchase by its Broker-Dealer
Berkshire Investors	8/28/02	6,083	\$2.10*	Open Market Purchase by its Broker-Dealer
Berkshire Fund VI, Limited Partnership ("Fund VI")	9/6/02	7,251,928	\$3.96**	Direct Purchase from Fund V
Fund V	9/6/02	7,251,928	\$3.96**	Direct Sale to Fund VI
Berkshire Investors	9/6/02	78,204	\$3.98**	Direct Purchase from Fund V
Fund V	9/6/02	78,204	\$3.98**	Direct Sale to Berkshire Investors

\* The Price Per Share is calculated on a weighted average basis for all trades made by a Reporting Person on each date included on this chart and does not include amounts for brokerage commissions.

\*\* Represents the average price per share and was obtained by dividing the aggregate amount paid (or received) for the shares by the total number of shares purchased (or sold).

## PREFERRED STOCK

Reporting Person	Date of Transaction	Number of Shares Purchased	Price Per Share*	Number of Shares of Common Stock upon Conversion	Where and how Transaction Effected
Fund VI	9/6/02	669,295	\$16.31	907,518.64	Direct Purchase From Fund V
Fund V	9/6/02	669,295	\$16.31	907,518.64	Direct Sale to Fund VI
Berkshire Investors	9/6/02	7,315	\$16.31	9,918.64	Direct Purchase From Fund V
Fund V	9/6/02	7,315	\$16.31	9,918.64	Direct Sale to Berkshire Investors

\* Represents the average price per share and was obtained by dividing the aggregate amount paid (or received) for the shares by the aggregate number of shares purchased (or sold)