

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Crown Castle International Corp.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

228227104
(CUSIP Number)

Thomas R. Stephens, Esq.
Bartlit Beck Herman Palenchar & Scott
511 Sixteenth Street Suite 700
Denver, Colorado 80202
(303) 592-3100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 13, 2000
(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(b)(3) or (4), check the following box.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
Page 1 of 7 Pages

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Centennial Fund V, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(A)
(B) X
3. SEC Use Only
4. Source of Funds (See Instructions) WC
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Delaware

Number of 7. Sole Voting Power 217,285

Shares Beneficially 8. Shared voting Power

Owned by Each Reporting 9. Sole Dispositive Power 217,285

Person With 10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person 217,285

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) X

13. Percent of Class Represented by Amount in Row (11) 0.2%

14. Type of Reporting Person (See Instructions) PN

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Centennial Entrepreneurs Fund V, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(A)
(B) X
3. SEC Use Only
4. Source of Funds (See Instructions) WC
5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)
6. Citizenship or Place of Organization Delaware
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power 0
8. Shared voting Power
9. Sole Dispositive Power 0
10. Shared Dispositive Power
11. Aggregate Amount Beneficially Owned by Each Reporting Person 0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) X
13. Percent of Class Represented by Amount in Row (11) 0%
14. Type of Reporting Person (See Instructions) PN

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Centennial Holdings V, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(A)
(B) X
 3. SEC Use Only
 4. Source of Funds (See Instructions)
 5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)
 6. Citizenship or Place of Organization Delaware
- | | | | |
|----------------------------|-----|--------------------------|---------|
| Number of | 7. | Sole Voting Power | 691,716 |
| Shares Bene- ficially | 8. | Shared voting Power | |
| Owned by Each Reporting | 9. | Sole Dispositive Power | 691,716 |
| Person With | 10. | Shared Dispositive Power | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person 691,716
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) X
 13. Percent of Class Represented by Amount in Row (11) 0.5%
 14. Type of Reporting Person (See Instructions) PN

Introductory Statement

This amended statement on Schedule 13D relates to the Common Stock, \$.01 par value per share (the "Shares") of Crown Castle International Corp., a Delaware corporation (the "Company"). This amendment is filed by Centennial Fund V, L.P., a Delaware limited partnership ("Centennial V"), Centennial Entrepreneurs Fund V, L.P., a Delaware limited partnership ("Entrepreneurs V"), and Centennial Holdings V, L.P., a Delaware limited partnership ("Holdings V") (collectively, the "Centennial Reporting Persons").

Item 4. Purpose of Transaction

No change except for the addition of the following:

On March 13, 2000, Centennial V and Entrepreneurs V distributed a total of 1,500,000 and 46,415 Shares, respectively, to their respective partners. In such distribution, Holdings V received a total of 286,318 Shares and Holdings V immediately distributed 16,679 of such Shares to its partners.

As a result of such distributions and the sale reported in Item 5, Entrepreneurs V ceased to own any Shares and, accordingly, this statement is no longer filed on behalf of Entrepreneurs V.

Such distributions and the sales reported in Item 5 were done in the ordinary course of operations by the Centennial Reporting Persons. Depending upon their evaluation of the Company's investments and prospects, and upon future developments (including, but not limited to, market for the Shares, the effective yield on the Shares, availability of funds, alternative uses of funds, and money, stock market and general economic conditions), each of the Centennial Reporting Persons may from time to time purchase Shares, dispose of all or a portion of the Shares that it holds, or cease buying or selling Shares. Any such additional purchases or sales of the Shares may be in open market or privately-negotiated transactions or otherwise.

Item 5. Interest in Securities of the Issuer.

No change except for the addition of the following:

(a) Entrepreneurs V does not own any Shares.

Centennial V is the direct beneficial owner of 217,285 Shares, or less than 1% of the 146,859,846 outstanding Shares as of February 7, 2000, as reported in amendment No. 1 to the Company's registration statement on Form S-3 No. 333-94821 filed on February 14, 2000 (the "Outstanding Shares"). By virtue of the relationships previously reported under Item 2 of the Original Filing, Holdings V may be deemed to have indirect beneficial ownership of the Shares directly beneficially owned by Centennial V.

Holdings V is the direct beneficial owner of 474,431 Shares, or less than 1% of the Outstanding Shares.

Certain of the Shares distributed by Holdings V to its partners are held by the general partners of Holdings V.

(c) The information under the first paragraph of Item 4 of this amendment is hereby incorporated by reference.

The table below sets forth sales of the Shares by Centennial V since March 6, 2000. Such sales were effected by Centennial V on the NASDAQ National Market.

| Date | Amount of Shares | Approximate Price Per Share (exclusive of commissions) |
|---------|------------------|--|
| 3/13/00 | 60,000 | \$41.06097 |
| 3/14/00 | 40,000 | \$41.1364 |
| 3/21/00 | 14,000 | \$41.875 |

The table below sets forth sales of the Shares by Holdings V since March 6, 2000. Such sales were effected by Holdings V on the NASDAQ National Market.

| Date | Amount of Shares | Approximate Price Per Share (exclusive of commissions) |
|------|------------------|--|
|------|------------------|--|

| | | |
|---------|--------|----------|
| 3/9/00 | 20,000 | \$40.25 |
| 3/10/00 | 10,000 | \$40.875 |
| 3/16/00 | 20,000 | \$40.125 |
| 3/17/00 | 20,000 | \$40.526 |

On March 17, 2000, Entrepreneurs V sold 10,000 Shares at a price of \$40.526 in a transaction on executed on the NASDAQ National Market.

Signature

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.

Date: March 23, 2000

/s/ Jeffrey Schutz
Jeffrey Schutz, as general partner
of Centennial Holdings V, L.P., general
partner of Centennial Fund V, L.P.
and Centennial Entrepreneurs Fund V., L.P.

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