

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

AMENDMENT NO. 2 TO
SCHEDULE TO

Tender Offer Statement under Section 14(d)(1)
or Section 13(e)(1) of the Securities Exchange Act of 1934

CROWN CASTLE INTERNATIONAL CORP.
(Name of Subject Company (Issuer) and Filing Person (Offeror))
4% CONVERTIBLE SENIOR NOTES DUE 2010
(Title of Class of Securities)
228227AT1
(CUSIP Number of Class of Securities)

E. Blake Hawk, Esq.
Executive Vice President and General Counsel
510 Bering Drive
Suite 500
Houston, Texas 77057
(713) 570-3000

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of the filing person)

Copy to:
Stephen L. Burns, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475
(212) 474-1000

Calculation of Filing Fee

Transaction Valuation⁽¹⁾:
\$412,861,500

Amount of Filing Fee⁽²⁾:
\$52,309.56

- (1) Calculated solely for purposes of determining the amount of the filing fee. Pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, the transaction valuation was calculated assuming that all of the outstanding 4% Convertible Senior Notes due 2010 are being purchased at the maximum purchase price of \$1,795.05 per \$1,000 principal amount of Convertible Notes.
- (2) The amount of the filing fee was calculated at a rate of \$126.70 per \$1,000,000 of the transaction value. It was calculated by multiplying the transaction valuation amount by 0.00012670.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:
Form or Registration No.:

\$52,309.56 Filing Party:
SC TO-I Date Filed:

Crown Castle International Corp.
November 8, 2004

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4

- going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Introductory Statement To Amendment No. 2

Crown Castle International Corp., a Delaware corporation (“Crown Castle”), hereby amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”), filed on November 8, 2004 and amended by Amendment No. 1 to the Schedule TO filed on December 6, 2004, with respect to the Offer by Crown Castle to purchase any and all of its outstanding 4% Convertible Senior Notes due 2010 (the “Convertible Notes”) on the terms and conditions set forth in the Offer to Purchase, dated November 8, 2004 (the “Offer to Purchase”), and the related letter of transmittal (the “Letter of Transmittal”). Crown Castle’s Offer to purchase the Convertible Notes on the terms and conditions of the Offer to Purchase and the Letter of Transmittal is referred to herein as the “Offer”.

This Amendment No. 2 to Schedule TO is the final amendment to the Schedule TO.

- Item 1. Summary Term Sheet**
- Item 4. Terms of the Transaction.**
- Item 7. Source and Amount of Funds or Other Consideration.**

Item 1, Item 4 paragraph (a) and Item 7 paragraph (a) are hereby amended and supplemented by adding the following:

The Offer expired at midnight, New York City time, on Tuesday, December 7, 2004 (the “Expiration Date”). On December 8, 2004, Crown Castle announced the acceptance for purchase of all outstanding Convertible Notes that were validly tendered and not withdrawn as of the Expiration Date. Based on final information provided to Crown Castle by The Bank of New York (the “Depository”), \$47,984,000 aggregate principal amount of Convertible Notes, representing approximately 20.9% of the aggregate principal amount of the issued and outstanding Convertible Notes prior to the Offer, were validly tendered and accepted for purchase in the Offer, at a purchase price of 1,795.05 per \$1,000 principal amount of Convertible Notes, plus accrued and unpaid interest through, but excluding, the date of purchase. The aggregate consideration (including interest) for the accepted Convertible Notes of \$86,896,091.64 will be delivered promptly to tendering holders by the Depository. The full text of Crown Castle’s press release, dated December 8, 2004, announcing the expiration and results of the Offer is filed as Exhibit (a)(5)(C) hereto and is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of Schedule TO is hereby amended by adding the following:

- (a)(5)(C) Press Release of Crown Castle dated as of December 8, 2004

SIGNATURE

After due 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.

Crown Castle International Corp.,

By /s/ W. Benjamin Moreland

Name: W. Benjamin Moreland
Title: Executive Vice President,
Chief Financial Officer and Treasurer

Dated: December 8, 2004

- * (a)(1)(A) Offer to Purchase, dated November 8, 2004
- * (a)(1)(B) Letter of Transmittal
- * (a)(1)(C) Form of Letter to Broker-Dealers
- * (a)(1)(D) Form of Letter to Clients
- * (a)(1)(E) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
- * (a)(5)(A) Press Release of Crown Castle dated as of November 8, 2004
- ** (a)(5)(B) Press Release of Crown Castle dated as of December 3, 2004
- (a)(5)(C) Press Release of Crown Castle dated as of December 8, 2004
- (d)(1) Indenture dated as of July 2, 2003, between Crown Castle and The Bank of New York, as successor Trustee to United States Trust Company of New York, incorporated by reference to Exhibit 4.16 to Crown Castle's Registration Statement on Form S-4, filed with the SEC on January 23, 2004
- (d)(2) First Supplemental Indenture dated as of July 2, 2003 to the Indenture dated as of July 2, 2003, between Crown Castle and The Bank of New York, as Trustee, incorporated by reference to Exhibit 4.17 to Crown Castle's Registration Statement on Form S-4, filed with the SEC on January 23, 2004
- (d)(3) Form of 4% Convertible Senior Note due 2010, incorporated by reference to Exhibit A to the First Supplemental Indenture filed as Exhibit 4.17 to Crown Castle's Registration Statement on Form S-4, filed with the SEC on January 23, 2004

* Previously filed on Schedule TO, dated November 8, 2004.

** Previously filed on Amendment No. 1 to Schedule TO, dated December 3, 2004.

Contacts: W. Benjamin Moreland, CFO

Jay Brown, Treasurer
Crown Castle International Corp.
713-570-3000

**CROWN CASTLE ANNOUNCES RESULTS OF CASH TENDER
OFFER FOR 4% CONVERTIBLE SENIOR NOTES**

December 8, 2004 - HOUSTON, TEXAS - Crown Castle International Corp. (NYSE: CCI) (the "Company") announced today the results of its cash tender offer for any and all of its outstanding 4% Convertible Senior Notes due 2010 (CUSIP No. 228227AT1) (the "Convertible Notes").

As of midnight (EDT) on December 7, 2004, the scheduled expiration date, \$47,984,000 in aggregate principal amount of the Convertible Notes had been validly tendered in the tender offer. All Convertible Notes validly tendered in the tender offer have been accepted for payment by Crown Castle. Payment of the aggregate consideration of \$86,896,091.64 (including accrued and unpaid interest) will be made on the validly tendered Convertible Notes in accordance with the terms of the tender offer.

The Bank of New York acted as depositary and MacKenzie Partners, Inc. acted as the information agent for the tender offer. Questions regarding the tender offer may be directed to The Bank of New York at (212) 815-5920, or in writing to The Bank of New York, Corporate Trust Operations, Reorganization Unit, 101 Barclay Street - 7 East, New York, New York 10286, Attention: Carolle Montreuil.

This press release is neither an offer to purchase nor a solicitation of an offer to sell the Convertible Notes. The tender offer was made pursuant to the Offer to Purchase and related Letter of Transmittal dated November 8, 2004.