

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nichol Laura B</u> (Last) (First) (Middle) <u>1220 AUGUSTA DRIVE</u> <u>SUITE 600</u> (Street) <u>HOUSTON TX 77057</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/07/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INTERNATIONAL CORP [CCI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Business Support</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 Par Value	14,635	D	
Common Stock, \$0.01 Par Value	2,379 ⁽¹⁾	I	By 401(K) Plan

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Time RSUs	(2)	(2)	Common Stock	782	(3)	D	
Performance RSUs	(4)	(4)	Common Stock	2,510	(3)	D	
Performance RSUs	(5)	(5)	Common Stock	4,458	(3)	D	
Time RSUs	(6)	(6)	Common Stock	1,397	(3)	D	
Performance RSUs	(7)	(7)	Common Stock	2,597	(3)	D	
Performance RSUs	(8)	(8)	Common Stock	5,039	(3)	D	
Time RSUs	(9)	(9)	Common Stock	4,244	(3)	D	
Performance RSUs	(10)	(10)	Common Stock	4,299	(3)	D	
Performance RSUs	(11)	(11)	Common Stock	6,594	(3)	D	

Explanation of Responses:

1. Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

2. 100% of these Time RSUs may vest on February 19, 2022.

3. Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of common stock, and vesting (i.e., forfeiture restriction termination) generally is subject to (i) the reporting person remaining an employee or director of the Company or its affiliates and (ii) the other criteria described in the footnotes herein.

4. 0% to 150% of these Relative TSR Performance RSUs may vest on February 19, 2022 based on the Company's annualized total stockholder return ("TSR") performance ranking ("TSR Rank") relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ending December 31, 2021. The percentage of Relative TSR Performance RSUs that may vest will be (a) 0% if the TSR Rank is below the 30th percentile; (b) 50% if the TSR Rank is at the 30th percentile; (c) 100% if the TSR Rank is at the 55th percentile; and (d) 150% if the TSR Rank is at the 90th percentile or greater. If the TSR Rank is between the 30th and 55th percentiles or between the 55th and 90th percentiles, the percentage of Relative TSR Performance RSUs that may vest is determined using linear interpolation.

5. 0% to 150% of these Absolute TSR Performance RSUs may vest on February 19, 2022 based on the Company's annualized TSR for the three-year period ending December 31, 2021. The percentage of Absolute TSR Performance RSUs that may vest will be (a) 0% if TSR is below 6.5%; (b) 50% if TSR is 6.5%; (c) 100% if TSR is 11.5%; and (d) 150% if TSR is 16.5% or greater. If TSR is between 6.5% and 11.5% or between 11.5% and 16.5%, the percentage of Absolute TSR Performance RSUs that may vest is determined using linear interpolation.

6. Approximately 50% of these Time RSUs may vest on February 19 of each of 2022 and 2023.

7. 0% to 150% of these Relative TSR Performance RSUs may vest on February 19, 2023 based on the Company's TSR Rank relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ending December 31, 2022. The percentage of Relative TSR Performance RSUs that may vest will be (a) 0% if the TSR Rank is below the 30th percentile; (b) 50% if the TSR Rank is at the 30th percentile; (c) 100% if the TSR Rank is at the 55th percentile; and (d) 150% if the TSR Rank is at the 90th percentile or greater. If the TSR Rank is between the 30th and 55th percentiles or between the 55th and 90th percentiles, the percentage of Relative TSR Performance RSUs that may vest is determined using linear interpolation.

8. 0% to 150% of these Absolute TSR Performance RSUs may vest on February 19, 2023 based on the Company's annualized TSR for the three-year period ending December 31, 2022. The percentage of Absolute TSR Performance RSUs that may vest will be (a) 0% if TSR is below 6.5%; (b) 50% if TSR is 6.5%; (c) 100% if TSR is 11.5%; and (d) 150% if TSR is 16.5% or greater. If TSR is between 6.5% and 11.5% or between 11.5% and 16.5%, the percentage of Absolute TSR Performance RSUs that may vest is determined using linear interpolation.

9. 33 1/3% of the Time RSUs may vest on February 19 of each of 2022, 2023 and 2024.

10. 0% to 150% of these Relative TSR Performance RSUs may vest on February 19, 2024 based on the Company's TSR Rank relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ending December 31, 2023. The percentage of Relative TSR Performance RSUs that may vest will be (a) 0% if the TSR Rank is below the 30th percentile; (b) 50% if the TSR Rank is at the 30th percentile; (c) 100% if the TSR Rank is at the 55th percentile; and (d) 150% if the TSR Rank is at the 90th percentile or greater. If the TSR Rank is between the 30th and 55th percentiles or between the 55th and 90th percentiles, the percentage of Relative TSR Performance RSUs that may vest is determined using linear interpolation.

11. 0% to 150% of these Absolute TSR Performance RSUs may vest on February 19, 2024 based on the Company's annualized TSR for the three-year period ending December 31, 2023. The percentage of Absolute TSR Performance RSUs that may vest will be (a) 0% if TSR is below 6.5%; (b) 50% if TSR is 6.5%; (c) 100% if TSR is 11.5%; and (d) 150% if TSR is 16.5% or greater. If TSR is between 6.5% and 11.5% or between 11.5% and 16.5%, the percentage of Absolute TSR Performance RSUs that may vest is determined using linear interpolation.

Remarks:

/s/ Laura B. Nichol

03/15/2021

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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