SEC Form 4

С

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287							
Estimated average burden							
hours per response:	0.5						

D

I

By

401(K)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).) 3
--	-----

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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						
1. Name and Address of Reporting Person [*] Collins Robert Sean			CRO	2. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INTERNATIONAL</u> <u>CORP</u> [CCI]						ationship of Reportin < all applicable) Director Officer (give title	10% (ssuer Owner (specify	
(Last) (First) (Middle) 1220 AUGUSTA DRIVE SUITE 600				3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021						below) below) Vice President and Controller		,	
(Street) HOUSTON TX 77057			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line) X	· ·			
(City)	(State)	(Zip)								Form filed by More than One Reporting Person			
			on-Derivative \$	Securities Acq	uired	, Dis	posed of,	or Ber	eficially	Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date,	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	k, \$0.01 Par Value	1	02/19/2021		М		1,883	A	\$ <mark>0</mark>	4,517	D		
Common Stock	k, \$0.01 Par Value	1	02/19/2021		М		4,348	Α	\$ <mark>0</mark>	8,865	D		
Common Stock	k, \$0.01 Par Value		02/19/2021		М		498	A	\$ <mark>0</mark>	9,363	D		
Common Stock	k, \$0.01 Par Value		02/19/2021		М		459	Α	\$ <mark>0</mark>	9,822	D		
Common Stock	c \$0.01 Par Value		02/19/2021	1	М		407	Α	\$0	10.229	D	1	

F

Common Stock, \$0.01 Par Value

Common Stock, \$0.01 Par Value

Plan Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect 5. Number 10. Conversion Transaction Ownership Security (Instr. 3) or Exercise Price of Derivative (Month/Dav/Year) Derivative Security (Instr. 5) if any Code (Instr. (Month/Day/Year) Securities Securities Form: Beneficial Derivative Securities Acquired (A) or Disposed of (D) Direct (D) or Indirect (I) (Instr. 4) 8) Underlying Derivative Security Beneficially Owned Ownership (Instr. 4) (Month/Day/Year) Security (Instr. 3 and 4) Followina Reported Transaction(s) (Instr. 3. 4 (Instr. 4) and 5) Amount or Number Expiration Date Date Exercisable of Shares ν (D) (A) Title Code Performance (3) (4) Commor 02/19/2021 1,883 (4) 1.883 0 D Μ \$<mark>0</mark> RSUs Stock Performance Commor (3) (5) (5) 4,348 02/19/2021 Μ 4.348 \$<mark>0</mark> 0 D RSUs Stock Commor Stock (3) 02/19/2021 498 (6) (6) 498 0 D Time RSUs Μ \$<mark>0</mark> Commor Time RSUs (3) 02/19/2021 Μ 459 (7) (7) 459 \$<mark>0</mark> 459 D Stock Commor (3) (8) (8) Time RSUs 02/19/2021 Μ 407 407 \$<mark>0</mark> 816 D Stock

2,430(1)

\$164.9

7,799

246(2)

D

Explanation of Responses:

1. Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of certain Restricted Stock Units ("RSUs") previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).

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

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 below.

02/19/2021

4. 1,883 Relative TSR Performance RSUs vested on February 19, 2021, based upon the Company's annualized total stockholder return performance ranking relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ended December 31, 2020.

5. 4,348 Absolute TSR Performance RSUs vested on February 19, 2021, based upon the Company's annualized total stockholder return for the three-year period ended December 31, 2020.

6. These Time RSUs were previously granted on February 21, 2018. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2019, 2020 and 2021.

7. These Time RSUs were previously granted on February 21, 2019. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2020, 2021 and 2022.

8. These Time RSUs were previously granted on February 20, 2020. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2021, 2022 and 2023.

Remarks:

02/22/2021

Date

** Signature of Reporting Person

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 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.