

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Kelley Philip M</u>			2. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INTERNATIONAL CORP [CCI]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, Corp Dev & Strategy</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2010</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
<u>1220 AUGUSTA DRIVE, SUITE 500</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>HOUSTON TX 77057</u>						
(City) (State) (Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 Par Value	02/18/2010		A		8,682 ⁽¹⁾	A	\$0	205,289	D	
Common Stock, \$0.01 Par Value	02/18/2010		A		27,422 ⁽²⁾⁽³⁾	A	\$0	232,711	D	
Common Stock, \$0.01 Par Value	02/19/2010		F		2,300 ⁽⁴⁾	D	\$38.62	230,411	D	
Common Stock, \$0.01 Par Value								242 ⁽⁵⁾	I	by 401(K) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan, and 33 1/3% of the restricted stock generally vests (i.e., the transfer and forfeiture restrictions terminate) on February 19 of each of 2011, 2012 and 2013.
- The shares represent restricted stock issued under the Company's 2004 Stock Incentive Plan. The terms of such restricted stock provide for 0% to 100% of the shares to vest (i.e., the transfer and forfeiture restrictions terminate) on February 19, 2013 based upon the Company's common stock highest average per share price for 20 consecutive trading days between August 24, 2012 and February 19, 2013 ("Highest Average Price"). The percentage of shares vesting being equal to 25%, 50% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$44.56, \$51.23 or \$66.51, respectively. (footnote continues at footnote 3)
- (footnote 2 continued) If the Highest Average Price is between \$44.56 and \$51.23, then an additional amount up to 25% shall vest on a prorata basis (approximately 3.75% per \$1.00 increase in the Highest Average Price above \$44.56). If the Highest Average Price is between \$51.23 and \$66.51, then an additional amount up to 50% shall vest on a prorata basis (approximately 3.27% per \$1.00 increase in the Highest Average Price above \$51.23). If the stock price is at or above \$44.56 per share as of February 19, 2013 and remains at or above for 20 consecutive trading days, then a minimum of 25% of the shares of restricted stock shall vest. Any shares of such restricted stock that do not vest as described in the preceding sentence will generally be forfeited.
- Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of certain shares of restricted stock previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).
- Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

/s/ Philip M. Kelley 02/22/2010
 ** 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 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.