

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>KELLY JOHN P</u> (Last) (First) (Middle) <u>1220 AUGUSTA</u> <u>SUITE 500</u> (Street) <u>HOUSTON TX 77057</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INTERNATIONAL</u> <u>CORP [CCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2009</u>	
	4. 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 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	02/19/2009		A		28,389 ⁽¹⁾	A	\$0	1,049,731	D	
Common Stock, \$0.01 Par Value	02/19/2009		A		127,150 ⁽²⁾⁽³⁾	A	\$0	1,176,881	D	
Common Stock, \$0.01 Par Value	02/23/2009		D		145,533 ⁽⁴⁾	D	\$0	1,031,348	D	
Common Stock, \$0.01 Par Value								25,000	I	By GRAT 2009-1
Common Stock, \$0.01 Par Value								25,000	I	By GRAT 2009-2
Common Stock, \$0.01 Par Value								405 ⁽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 2010, 2011 and 2012.
- 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, 2012 based upon the Company's common stock highest average per share price for 20 consecutive trading days between August 24, 2011 and February 19, 2012 (? 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 \$23.15, \$28.10 or \$39.06, respectively. (footnote continues at footnote 3)
- (footnote 2 continued) If the Highest Average Price is between \$23.15 and \$28.10, then an additional amount up to 25% shall vest on a prorata basis (approximately 5% per \$1.00 increase in the Highest Average Price above \$23.15). If the Highest Average Price is between \$28.10 and \$39.06, then an additional amount up to 50% shall vest on a prorata basis (approximately 4.56% per \$1.00 increase in the Highest Average Price above \$28.10). If the stock price is at or above \$23.15 per share as of February 19, 2012 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.
- FORFEITED AND TERMINATED RESTRICTED STOCK AS A RESULT OF THE VESTING (FORFEITURE LAPSE) PERFORMANCE CONDITIONS NOT BEING SATISFIED (i.e. the Common Stock not closing at or above \$42.50 per share for 20 consecutive trading days which included any date on or between September 22, 2008 and February 23, 2009). The forfeiture is an exempt transaction pursuant to Rule 16b-3(e).
- Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

/s/ John P. Kelly

02/23/2009

** 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.

