FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Kelley Philip M</u>						2. Issuer Name and Ticker or Trading Symbol CROWN CASTLE INC. [ CCI ]									k all applic Directo	or		10% Ov	vner
(Last) (First) (Middle) 8020 KATY FREEWAY						3. Date of Earliest Transaction (Month/Day/Year) 02/19/2023									below)			Other (s below) Strategy	sреспу
(Street) HOUSTON TX 77024  (City) (State) (Zip)				4. If <i>i</i>										Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
		Tabl	e I - No	n-Deriv	ative	Sec	uriti	es Ac	quired	, Dis	sposed of	f, or Be	nefi	cially	Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					Exe if a	. Deemed ecution Date, iny onth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			and 5) Securiti Benefic Owned		s ally ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct Indirect str. 4)	Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Pri	се	Reported Transact (Instr. 3 a	nsaction(s) str. 3 and 4)			(Instr. 4)
Common Stock, \$0.01 Par Value					02/19/2023						3,282	A		\$ <mark>0</mark>	151,998			D	
Common Stock, \$0.01 Par Value				02/19/2023					M		1,363	A		\$ <mark>0</mark>	153	53,361		D	
Common Stock, \$0.01 Par Value				02/19/2023					M		1,415	A		\$ <mark>0</mark>	154	54,776		D	
Common Stock, \$0.01 Par Value 02/19					19/2023						1,428	A		<b>\$0</b>	156	156,204		D	
Common Stock, \$0.01 Par Value 02/19/2					/2023	2023			F		1,919(1)	D	\$1	40.68	154,285			D	
Common Stock, \$0.01 Par Value														1,450(2)			Ι .	by 401(K) Plan	
		Ta	able II -								osed of, convertib				Owned		,	,	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/		4. Transaction Code (Instr 8)		on of		6. Date Exerci Expiration Dat (Month/Day/Ye		te	7. Title and Amount of Securities Underlying Derivative Sec (Instr. 3 and 4)			B. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or	ount nber res					
Performance RSUs	(3)	02/19/2023			M			3,282	(4)		(4)	Common Stock	3,2	282	\$ <mark>0</mark>	0		D	

## **Explanation of Responses:**

(3)

(3)

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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).

1.363

1,415

1 428

(5)

(6)

(7)

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

02/19/2023

02/19/2023

02/19/2023

- 3. Each RSU was 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. 3,282 Relative TSR Performance RSUs vested on February 19, 2023, 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, 2022.
- 5. 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.
- 6. These Time RSUs were previously granted on February 18, 2021. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2022, 2023 and 2024.
- 7. These Time RSUs were previously granted on February 17, 2022. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2023, 2024 and 2025.

## Remarks:

Time RSUs

Time RSUs

Time RSUs

/s/ Philip M. Kelley

Stock Common

Stock Commor

Stock

1,363

1,415

1,428

(5)

(6)

(7)

02/22/2023

0

1,415

2.856

D

D

D

\*\* Signature of Reporting Person

Date

\$0

\$0

\$0

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

- $^{\star}$  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).

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M

М

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.