SEC Form 4
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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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

## 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

Levendos Christopher	CROWN CASTLE INTERNATIONAL CORP [ CCI ]	ľ	all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 1220 AUGUSTA DRIVE SUITE 600	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2021		EVP & COO	below)
(Street) HOUSTON TX 77057	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individ Line) X	dual or Joint/Group Filir Form filed by One Re	porting Person
(City) (State) (Zip)			Form filed by More the Person	an One Reporting

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock, \$0.01 Par Value	02/19/2021		М		4,751	A	\$ <mark>0</mark>	5,940	D		
Common Stock, \$0.01 Par Value	02/19/2021		М		10,965	A	\$ <mark>0</mark>	16,905	D		
Common Stock, \$0.01 Par Value	02/19/2021		М		1,257	A	\$ <mark>0</mark>	18,162	D		
Common Stock, \$0.01 Par Value	02/19/2021		М		1,710	A	\$ <mark>0</mark>	19,872	D		
Common Stock, \$0.01 Par Value	02/19/2021		М		1,260	A	\$ <mark>0</mark>	21,132	D		
Common Stock, \$0.01 Par Value	02/19/2021		F		8,886(1)	D	\$164.9	12,246	D		

### 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. Transa Code ( 8)		of		Expiration Date (Month/Day/Year)		e of Securities		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	Title	Amount or Number of Shares				
Performance RSUs	(2)	02/19/2021		М			4,751	(3)	(3)	Common Stock	4,751	\$ <mark>0</mark>	0	D	
Performance RSUs	(2)	02/19/2021		М			10,965	(4)	(4)	Common Stock	10,965	\$ <mark>0</mark>	0	D	
Time RSUs	(2)	02/19/2021		М			1,257	(5)	(5)	Common Stock	1,257	\$ <mark>0</mark>	0	D	
Time RSUs	(2)	02/19/2021		М			1,710	(6)	(6)	Common Stock	1,710	\$ <mark>0</mark>	1,710	D	
Time RSUs	(2)	02/19/2021		М			1,260	(7)	(7)	Common Stock	1,260	\$0	2,520	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. 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.

3.4,751 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.

4. 10,965 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.

5. These Time RSUs were previously granted on June 4, 2018. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2019, 2020 and 2021.

6. 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.

7. 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:

## /s/ Christopher Levendos

\*\* Signature of Reporting Person

02/22/2021 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.

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