

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

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).

1. Name and Address of Reporting Person* <u>Simon Kenneth Jay</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>EVP and General Counsel</u>		
(Last) (First) (Middle) <u>1220 AUGUSTA DRIVE SUITE 600</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2021</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		
(Street) <u>HOUSTON TX 77057</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	02/19/2021		M		9,504	A	\$0	68,097	D	
Common Stock, \$0.01 Par Value	02/19/2021		M		21,931	A	\$0	90,028	D	
Common Stock, \$0.01 Par Value	02/19/2021		M		2,513	A	\$0	92,541	D	
Common Stock, \$0.01 Par Value	02/19/2021		M		2,248	A	\$0	94,789	D	
Common Stock, \$0.01 Par Value	02/19/2021		M		1,606	A	\$0	96,395	D	
Common Stock, \$0.01 Par Value	02/19/2021		F		13,988 ⁽¹⁾	D	\$164.9	82,407	D	
Common Stock, \$0.01 Par Value								434 ⁽²⁾	I	By 401(k) Plan
Common Stock, \$0.01 Par Value								113 ⁽³⁾	I	By Spouse (by IRA)

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					
Performance RSUs	(4)	02/19/2021		M		9,504	(5)	(5)	Common Stock	9,504	\$0	0	D	
Performance RSUs	(4)	02/19/2021		M		21,931	(6)	(6)	Common Stock	21,931	\$0	0	D	
Time RSUs	(4)	02/19/2021		M		2,513	(7)	(7)	Common Stock	2,513	\$0	0	D	
Time RSUs	(4)	02/19/2021		M		2,248	(8)	(8)	Common Stock	2,248	\$0	2,248	D	
Time RSUs	(4)	02/19/2021		M		1,606	(9)	(9)	Common Stock	1,606	\$0	3,214	D	

Explanation of Responses:

- 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).
- Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
- The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 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.
- 9,504 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.
- 21,931 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.
- 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.
- 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.
- 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/ Kenneth Jay Simon

02/22/2021

** 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.