

**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>  (Last) (First) (Middle) 1220 AUGUSTA DRIVE, SUITE 500  (Street) HOUSTON TX 77057  (City) (State) (Zip)	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 Officer (give title below) Other (specify below) Senior VP, Corp Dev & Strategy
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/01/2010		M		14,000	A	\$31.875	210,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		14,000	D	\$37.108 <sup>(1)</sup>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		M		7,500	A	\$20.188	204,107	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		7,500	D	\$37.105 <sup>(2)</sup>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		M		5,014	A	\$30.875	201,621	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		5,014	D	\$36.91 <sup>(3)</sup>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		M		1,865	A	\$23.375	198,472	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		1,865	D	\$36.973	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		M		20,000	A	\$24.688	216,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		20,000	D	\$36.976 <sup>(4)</sup>	196,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		M		50,000	A	\$8.7	246,607	D	
Common Stock, \$0.01 Par Value	02/01/2010		S		50,000	D	\$37.092 <sup>(5)</sup>	196,607	D	
Common Stock, \$0.01 Par Value								242 <sup>(6)</sup>	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						Title
Stock Option (right to purchase Common Stock)	\$31.875	02/01/2010		M			14,000	(7)	02/01/2010	Common Stock	14,000	\$0	0	D	
Stock Option (right to purchase Common Stock)	\$20.188	02/01/2010		M			7,500	(8)	02/02/2010	Common Stock	7,500	\$0	0	D	
Stock Option (right to purchase Common Stock)	\$30.875	02/01/2010		M			5,014	(9)	11/15/2010	Common Stock	5,014	\$0	0	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. 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	Title	Amount or Number of Shares				
Stock Option (right to purchase Common Stock)	\$23.375	02/01/2010		M			1,865	(10)	12/20/2010	Common Stock	1,865	\$0	0	D	
Stock Option (right to purchase Common Stock)	\$24.688	02/01/2010		M			20,000	(11)	02/22/2011	Common Stock	20,000	\$0	0	D	
Stock Option (right to purchase Common Stock)	\$8.7	02/01/2010		M			50,000	09/25/2005 <sup>(12)</sup>	09/25/2011	Common Stock	50,000	\$0	0	D	

**Explanation of Responses:**

1. Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 14 individual transactions on February 1, 2010, at sales prices ranging from \$36.9627 to \$37.2971 per share.
2. Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 20 individual transactions on February 1, 2010, at sales prices ranging from \$36.96 to \$37.28 per share.
3. Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 4 individual transactions on February 1, 2010, at sales prices ranging from \$36.859 to \$37.02 per share.
4. Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 18 individual transactions on February 1, 2010, at sales prices ranging from \$36.84 to \$37.13 per share.
5. Represents the weighted average price of sales transacted on February 1, 2010; such sales were conducted through 31 individual transactions on February 1, 2010, at sales prices ranging from \$36.95 to \$37.182 per share.
6. Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
7. Vested one-third per year over three years, with the first vesting on February 1, 2001.
8. Vested one-third upon grant, one-third on March 2, 2000 (upon the Company's common stock achieving a pre-established target price), and one-third on March 30, 2000 (upon the Company's common stock achieving a pre-established target price).
9. Vested one-third at the time of grant on November 15, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
10. Vested one-third at time of grant December 20, 2000, with remaining two-thirds vesting in an equal number over five years.
11. Vested one-third per year over three years, with the first vesting on February 22, 2002.
12. Vested on September 25, 2005 (following the Company's common stock achieving a pre-established target price).

/s/ Philip M. Kelley

02/02/2010

\*\* 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.

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