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

**FORM 4**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935  
or Section 30(h) of the Investment Company Act of 1940**

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\***

Ferenbach, Carl

*(Last) (First) (Middle)*

c/o Berkshire Partners LLC  
One Boston Place, Suite 3300

*(Street)*

Boston, MA, 02108

*(City) (State) (Zip)*

**2. Issuer Name and Ticker or Trading Symbol**

Crown Castle International Corp. (CCI)

**4. Statement for Month/Day/Year**

September 10, 2002

**6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)**

- Director       10% Owner  
 Officer *(give title below)*  
 Other *(specify below)*

**3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)**

**5. If Amendment, Date of Original (Month/Day/Year)**

**7. Individual or Joint/Group Filing (Check Applicable Line)**

- Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

**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	8/19/02		P	58,886	A	\$1.75	14,733,748	I	(1)
Common Stock	8/19/02		P	3,114	A	\$1.75	14,733,748	I	(2)
Common Stock	8/20/02		P	237,443	A	\$1.7481360158	14,733,748	I	(1)
Common Stock	8/20/02		P	12,557	A	\$1.7481360158	14,733,748	I	(2)
Common Stock	8/21/02		P	474,886	A	\$1.75	14,733,748	I	(1)
Common Stock	8/21/02		P	25,114	A	\$1.75	14,733,748	I	(2)
Common Stock	8/26/02		P	23,744	A	\$2.05	14,733,748	I	(1)
Common Stock	8/26/02		P	1,256	A	\$2.05	14,733,748	I	(2)
Common Stock	8/28/02		P	115,017	A	\$2.10	14,733,748	I	(1)
Common Stock	8/28/02		P	6,083	A	\$2.10	14,733,748	I	(2)
Common Stock	9/6/02		S	7,251,928	D	\$3.96	14,733,748	I	(3)
Common Stock	9/6/02		P	7,251,928	A	\$3.96	14,733,748	I	(3)
Common Stock	9/6/02		S	78,204	D	\$3.98	14,733,748	I	(4)
Common Stock	9/6/02		P	78,204	A	\$3.98	14,733,748	I	(4)
12 3/4% Senior Exchangeable Preferred Stock	9/6/02		S	21,756	D	\$487.73	44,208.675	I	(3)
12 3/4% Senior Exchangeable Preferred Stock	9/6/02		P	21,756	A	\$487.73	44,208.675	I	(3)
12 3/4% Senior Exchangeable Preferred Stock	9/6/02		S	238	D	\$488.21	44,208.675	I	(4)
12 3/4% Senior Exchangeable Preferred Stock	9/6/02		P	238	A	\$488.21	44,208.675	I	(4)

(1) By Fifth Berkshire Associates LLC. The Reporting Person is a managing member of Fifth Berkshire Associates LLC, the sole general partner of Berkshire Fund V, Limited Partnership (“Fund V”). The transaction reported represents an open-market purchase by Fund V. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(2) By Berkshire Investors LLC (“Berkshire Investors”). The Reporting Person is a managing member of Berkshire Investors. The transaction reported represents an open-market purchase by Berkshire Investors. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) The transaction reported represents a private sale by Fund V to Berkshire Fund VI, Limited Partnership (“Fund VI”). The Reporting Person is also a managing member of Sixth Berkshire Associates LLC, the sole general partner of Fund VI and thus this transaction represents a change in the nature of the Reporting Person's indirect beneficial ownership (by Fund VI instead of Fund V). The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(4) The transaction reported represents a private sale by Fund V to Berkshire Investors. The Reporting Person is also a managing member of Berkshire Investors and thus this transaction represents a change in the nature of the Reporting Person's indirect beneficial ownership (by Berkshire Investors instead of Fund V). The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.



**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued**  
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>		
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Immed.	N/A	Common Stock	907,518.64	\$16.31	1,360,000	I	(2)
Immed.	N/A	Common Stock	907,518.64	\$16.31	1,360,000	I	(2)
Immed.	N/A	Common Stock	9,918.64	\$16.31	1,360,000	I	(3)
Immed.	N/A	Common Stock	9,918.64	\$16.31	1,360,000	I	(3)

**Explanation of Responses:**

(1) The conversion price is currently \$36.875, but is subject to adjustment pursuant to the Certificate of Designations, Preferences and Relative, Participating, Optional and other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions thereof 6.25% Cumulative Convertible Preferred Stock.

(2) The transaction reported represents a private sale by Fund V to Fund VI. The Reporting Person is a managing member of each of Fifth Berkshire Associates, LLC, the sole general partner of Fund V and Sixth Berkshire Associates LLC, the sole general partner of Fund VI and thus this transaction represents a change in the nature of the Reporting Person's indirect beneficial ownership (by Fund VI instead of Fund V). The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) The transaction reported represents a private sale by Fund V to Berkshire Investors. The Reporting Person is a managing member of Berkshire Investors and thus this transaction represents a change in the nature of the Reporting Person's indirect beneficial ownership (by Berkshire Investors instead of Fund V). The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

/s/ Carl Ferenbach

9/10/02

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

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

\*\* 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.