

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 1999

or

TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-24737

CROWN CASTLE INTERNATIONAL CORP. 401(K) PLAN

(Full title of the Plan and address of the Plan,  
if different from that of the issuer named below)

CROWN CASTLE INTERNATIONAL CORP.  
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510 Bering Drive, Suite 500  
Houston, Texas 77057-1457  
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(Name of issuer of the securities held pursuant to the  
plan and the address of principal executive office)

CROWN CASTLE INTERNATIONAL CORP.  
401(K) PLAN

TABLE OF CONTENTS

	PAGE REFERENCE
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statement of Net Assets Available for Plan Benefits as of December 31, 1999	2
Statement of Changes in Net Assets Available for Plan Benefits for the period from May 1, 1999 (date of inception), to December 31, 1999	3
Notes to Financial Statements	4
SCHEDULE	
Assets Held for Investment Purposes (at the End of the Plan Period)	9
SIGNATURE	10
EXHIBIT	11
23.1 Consent of KPMG LLP, Independent Auditors	

Independent Auditors' Report

To the Plan Administrator for the  
Crown Castle International Corp.  
401(k) Plan:

We have audited the accompanying statement of net assets available for Plan benefits of the Crown Castle International Corp. 401(k) Plan as of December 31, 1999, and the related statement of changes in net assets available for plan benefits for the period from May 1, 1999 (date of inception), to December 31, 1999. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan at December 31, 1999, and the changes in its net assets available for the period from May 1, 1999 (date of inception), to December 31, 1999, in conformity with generally accepted accounting principles.

Our audit was made for the purpose of formulating an opinion on the financial statements taken as a whole. The accompanying supplementary schedule of assets held for investment purposes as of December 31, 1999, is presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ KPMG LLP

Pittsburgh, Pennsylvania  
May 19, 2000

CROWN CASTLE INTERNATIONAL CORP.  
401(K) PLAN

Statement of Net Assets Available for Plan Benefits

December 31, 1999

Assets	
Cash	\$ 8,824
Investments (note 3)	6,918,364
Receivables:	
Participant contributions	54,813
Sponsor contributions	319,807
	-----
Total receivables	374,620
	-----
Net assets available for plan benefits	\$ 7,301,808
	=====

See accompanying notes to the financial statements.

CROWN CASTLE INTERNATIONAL CORP.  
401(K) PLAN

Statement of Changes in Net Assets Available for Plan Benefits

For the Period From May 1, 1999 (Date of Inception), to December 31, 1999

Additions:

Additions to net assets attributed to:

Investment income:

Net realized gain and unrealized appreciation on investments (note 3)	\$ 1,066,202
Dividends and interest	294,552
Other income	3,059

Contributions:

Participant	1,127,428
Sponsor	666,557
Rollovers	1,351,805

Total additions	----- 4,509,603
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	525,231
Other expenses	1,250

Total deductions	----- 526,481
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Net increase prior to fund transfers	----- 3,983,122
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Transfers in from prior plans (note 1)	3,318,686
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Net increase	----- 7,301,808
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Net assets available for benefits:

Beginning of period	--
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End of period	----- \$ 7,301,808 =====
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See accompanying notes to financial statements.

CROWN CASTLE INTERNATIONAL CORP.  
401(K) Plan

Notes to Financial Statements

December 31, 1999

(1) Plan Description

The following description of the Crown Castle International Corp. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for more complete information.

(a) General

The Plan is a defined contribution plan available to eligible employees of Crown Castle International Corp. (the Company). The Plan was adopted by the Board of Directors of the Company on March 4, 1999. PNC Bank, N.A. was appointed to be the trustee of the Plan, serving as both the custodian and the recordkeeper. The Plan was established on May 1, 1999. Two preexisting plans, Crown Employee 401(k) Retirement Plan and the TEA Group Incorporated Profit Sharing & Retirement Plan were terminated as of April 30, 1999. Participants' investment account balances of the pre-existing plans were transferred to the Plan in May 1999. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is administered by a plan administrator appointed by the Company.

(b) Contributions

Eligible employees (participants) may elect to contribute from 1% to 15% of their biweekly compensation as a salary reduction contribution on a before-tax basis. These salary reduction contributions are fully vested at all times. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers fifteen mutual funds and Crown Castle International Corp. Common Stock. The Company matches and contributes 100% of the first 3% of compensation that a participant contributes to the Plan. Additional discretionary amounts may be contributed at the option of the Company's Board of Directors. Contributions are subject to certain limitations.

(c) Participant Accounts

Participant accounts are maintained at fair market value. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and (b) Plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(d) Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100 percent vested after three years of credited service.

(e) Participant Loans

CROWN CASTLE INTERNATIONAL CORP.  
401(K) Plan

Notes to Financial Statements

December 31, 1999

Participants are permitted to borrow from their fund accounts a minimum of \$1,000 up to a maximum of 50% of vested balance or \$50,000, whichever is less. The loans are secured by the balance in the participant's account and bear interest at a fixed rate of prime + 1%. All loans are subject to specific repayment terms and must be repaid within a five-year period. Each participant is granted one loan at a time.

(f) Payment of Benefits

Participants are permitted to withdraw any portion of their vested account balance due to death, permanent disability, retirement, attainment of age 59-1/2, in the event of financial hardship or termination of service. The participant may elect to receive a lump-sum payment, subject to federal income tax withholdings, or rollover the vested account balance to another qualified plan. These withdrawals, prior to retirement, may result in certain suspensions of future participation in the plan.

(g) Forfeitures

Company contributions and earnings thereon that have not become vested, and have been forfeited by the withdrawal of participants' savings in accordance with the applicable provisions of the Plan, are applied against administrative expenses of the Plan. Excess forfeitures are applied to reduce the Company's contributions required under the Plan.

(h) Termination of Plan

In the event of termination of the Plan, the plan administrator will continue to function during such period as is necessary to make remaining normal distributions and to administer and distribute the residual interests of the participants.

(2) Summary of Significant Accounting Policies

(a) Basis of Financial Statements

The accompanying financial statements have been prepared on the accrual basis. The preparation of the financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Actual results could differ from those estimates.

(b) Investment Income

Interest income from investments is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

CROWN CASTLE INTERNATIONAL CORP.  
401(K) Plan

Notes to Financial Statements

December 31, 1999

(c) Investments

Investments in common stock traded on securities exchanges and investment companies are valued at their last reported sales price on the last business day of the Plan year. Investments in collective trust funds are valued at the net asset value of the respective funds on the last day of the Plan year.

Investment transactions are accounted for on a trade-date basis.

In accordance with the policy of stating investments at fair value, changes in unrealized appreciation or depreciation are reflected in the statements of changes in net assets available for plan benefits.

(d) Contributions

Participant contributions are recorded on a biweekly basis as they are withheld from the participant's wages.

(e) Distributions to Participants

Distributions to participants are recorded when applications for withdrawals are processed by the recordkeeper.

(f) Expenses

The Company pays for all Plan administrative expenses.

(3) Investment Programs

PNC Bank, N.A. acts as custodian of the Plan assets. The funds listed below were the investment options for salary reduction contributions as of December 31, 1999. Any of these funds may be invested in short-term debt obligations of any nature or held in cash pending investment or distribution. The assets that comprise these funds may be invested in registered investment companies or collective trust funds.

- |   |  |
|---|--|
| . BlackRock Money Market Portfolio            | . American Century International Growth Fund |
| . Fidelity Advisor Government Investment Fund | . American Century Equity Growth Fund        |
| . Janus Flexible Income Fund                  | . INVESCO Blue Chip Growth Fund              |
| . Scudder Balanced Fund                       | . Janus Growth & Income Fund                 |
| . Fidelity Advisor Growth & Income Fund       | . Janus Olympus Fund                         |
| . American Century Income & Growth Fund       | . Janus Twenty Fund                          |
| . Fidelity Advisor Growth Opportunities Fund  | . Fidelity Advisory Mid-Cap Fund             |



CROWN CASTLE INTERNATIONAL CORP.  
401(K) Plan

Notes to Financial Statements

December 31, 1999

. Janus Worldwide Fund . Crown Castle International Corp. Stock

The following presents investments that represent 5 percent or more of the Plan's assets:

	December 31, 1999
	-----
Fidelity Advisor Growth Opportunities Fund	\$ 545,834
INVESCO Blue Chip Growth Fund	1,097,498
Janus Growth & Income Fund	656,174
Janus Olympus Fund	801,012
Janus Twenty Fund	820,044
Janus Worldwide Fund	466,176
Scudder Balanced Fund	382,230

During the period, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$1,066,202 as follows:

Mutual funds	\$ 976,284
Common stock	89,918
	-----
	\$ 1,066,202
	=====

CROWN CASTLE INTERNATIONAL CORP.  
401(K) Plan

Notes to Financial Statements

December 31, 1999

(4) Federal Income Taxes

The Company adopted a Prototype Standardized Profit Sharing Plan with a cash or deferred arrangement and has requested a favorable determination letter from the Internal Revenue Service. The determination letter has not yet been received. However, the Company believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the Plan and the Internal Revenue Code. Accordingly, the accompanying financial statements do not include a provision for federal income taxes.

(5) Loans to Participants

Loans are made available to all participants on a nondiscriminatory basis in accordance with the specific provisions set forth in the Plan. The amount of a loan cannot generally exceed the lesser of \$50,000 or one-half of a participant's total vested account balance. The loans bear interest at rates determined by the plan administrator, generally 1 percent above the prime rate at the time the loan is made. All loans are subject to specific repayment plans and are secured by the participant's nonforfeitable interest in his/her account equivalent to the principal amount of the loan.

(6) Adoption of New Accounting Policy

In September 1999, the American Institute of Certified Public Accountants issued Statement of Position 99-3, Accounting for and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters (SOP 99-3). SOP 99-3 simplifies the disclosure for certain investments and is effective for plan years ending after December 15, 1999, with earlier application encouraged. The Plan adopted SOP 99-3 during the Plan period ended December 31, 1999.

Schedule 1

CROWN CASTLE INTERNATIONAL CORP.  
401(K) PLAN

EIN: 76-0470458  
Plan Number: 001

Assets Held for Investment Purposes (at the End of the Plan Period)

December 31, 1999

Identity of issue, borrower, lessor or similar party	Description of investment	Current value
* BlackRock Funds	BlackRock Money Market Portfolio	\$ 352,919
Fidelity Investments	Fidelity Advisors Government Investment Fund	67,844
Janus Capital Corporation	Janus Flexible Income Fund	123,187
Scudder Investor Services, Inc.	Scudder Balanced Fund	382,230
Fidelity Investments	Fidelity Advisor Growth & Income Fund	300,827
American Century Investments	American Century Income & Growth Fund	358,088
Fidelity Investments	Fidelity Advisor Growth Opportunities Fund	545,834
Janus Capital Corporation	Janus Worldwide Fund	466,176
American Century Investments	American Century International Growth Fund	108,022
American Century Investments	American Century Equity Growth Fund	139,102
INVESCO Funds	INVESCO Blue Chip Growth Fund	1,097,498
Janus Capital Corporation	Janus Growth & Income Fund	656,174
Janus Capital Corporation	Janus Olympus Fund	801,012
Janus Capital Corporation	Janus Twenty Fund	820,044
Fidelity Investments	Fidelity Advisor Mid-Cap Fund	310,274
* Crown Castle International Corp.	Common Stock	232,159
* Participants	Participant loans with various rates of interest of interest from 8.75% to 9.5% and various maturity dates through 2005	156,974
		----- \$ 6,918,364 =====

\* Party-in-interest

See accompanying independent auditors' report.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator for the Plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CROWN CASTLE INTERNATIONAL CORP.  
401(K) PLAN  
(Name of Plan)

By /s/ WESLEY D. CUNNINGHAM

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Wesley D. Cunningham  
Senior Vice President,  
Chief Accounting Officer  
and Corporate Controller

Date: June 28, 2000

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (No. 333-67379) on Form S-8 pertaining to the Crown Castle International Corp. 401(k) Plan of our report dated May 19, 2000, with respect to the financial statements of the Crown Castle International Corp. 401(k) Plan included in this Annual Report (Form 11-K) for the year ended December 31, 1999.

/s/ KPMG LLP

Pittsburgh, Pennsylvania  
June 23, 2000