

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	
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1. Name and Address of Reporting Person* <u>Kelley Philip M</u> (Last) (First) (Middle) 1220 AUGUSTA DR SUITE 600 (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 X Officer (give title below) Other (specify below) Senior VP, Corp Dev & Strategy
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	02/19/2020		M		20,104	A	\$0	134,529	D	
Common Stock, \$0.01 Par Value	02/19/2020		M		1,934	A	\$0	136,463	D	
Common Stock, \$0.01 Par Value	02/19/2020		M		1,748	A	\$0	138,211	D	
Common Stock, \$0.01 Par Value	02/19/2020		M		1,808	A	\$0	140,019	D	
Common Stock, \$0.01 Par Value	02/19/2020		F		9,190 ⁽¹⁾	D	\$166.21	130,829	D	
Common Stock, \$0.01 Par Value								1,105 ⁽²⁾	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						Amount or Number of Shares
Performance RSUs	(3)	02/19/2020		M			20,104	(4)	(4)	Common Stock	20,104	\$0	0	D	
Time RSUs	(3)	02/19/2020		M			1,934	(5)	(5)	Common Stock	1,934	\$0	0	D	
Time RSUs	(3)	02/19/2020		M			1,748	(6)	(6)	Common Stock	1,748	\$0	1,748	D	
Time RSUs	(3)	02/19/2020		M			1,808	(7)	(7)	Common Stock	1,808	\$0	3,616	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).
- Each Restricted Stock Unit ("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.
- 20,104 Performance RSUs vested on February 19, 2020, based upon the Company's total stockholder return performance ranking relative to a peer group of companies approved by the Company's board of directors for the three year period ended February 16, 2020. The remainder of the original Performance RSUs granted in February 2017 did not vest on February 19, 2020 and were forfeited
- These Time RSUs were previously granted on February 16, 2017. 33 1/3% of the original grant amount of these Time RSUs vested on February 19 of each of 2018, 2019 and 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.

Remarks:

/s/ Philip M. Kelley

02/21/2020

** 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.