

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>SPO ADVISORY CORP</b>  (Last) (First) (Middle) <b>591 REDWOOD HIGHWAY, SUITE 3215</b>  (Street) <b>MILL VALLEY CA 94941</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CROWN CASTLE INTERNATIONAL CORP [ CCI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/27/2004</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	07/27/2004		P		70,000	A	\$13.68	24,297,663 <sup>(1)(2)(3)(4)(5)</sup>	I <sup>(1)(2)(3)(4)(5)</sup>	See footnote <sup>(1)(2)(3)(4)(5)</sup>
Common stock	07/28/2004		P		1,013,400	A	\$14.27	25,311,063 <sup>(1)(2)(3)(4)(5)</sup>	I <sup>(1)(2)(3)(4)(5)</sup>	See footnote <sup>(1)(2)(3)(4)(5)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <b>SPO ADVISORY CORP</b>  (Last) (First) (Middle) <b>591 REDWOOD HIGHWAY, SUITE 3215</b>  (Street) <b>MILL VALLEY CA 94941</b>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <b>SPO PARTNERS II LP</b>  (Last) (First) (Middle) <b>591 REDWOOD HIGHWAY, SUITE 3215</b>  (Street) <b>MILL VALLEY CA 94941</b>  (City) (State) (Zip)
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**Explanation of Responses:**

- 25,311,063 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("SPO Partners") and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. Additionally, 2,847,300 shares of the issuer's common stock are owned directly by San Francisco Partners II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.
- Additionally, 150,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1,

2003 ("JHS Trust"), a general partner of Netcong Newton Partners, L.P. ("Netcong").

3. Additionally, 317,800 shares of the issuer's common stock are held in the ("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, 1,495,800 shares of the issuer's common stock are owned directly by the Phoebe Snow Foundation, Inc. ("PSF"), and may be deemed to be indirectly beneficially owned by JHS, the controlling person, sole director and executive officer of PSF. Additionally, JHS may be deemed to indirectly beneficially own (i) 339,800 shares of the issuer's common stock solely in his capacity as the trustee for the JHS Trust, the general partner of Cranberry Lake Partners, L.P. ("CLP"). Additionally, 662,400 shares of the issuer's common stock are owned directly by the JHS Trust and may be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the JHS Trust.

4. Additionally, WEO beneficially owns 1,025,000 shares of the issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners, (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of minor children who share his household, (iii) 400,000 shares of the issuer's common stock solely in his capacity as one of the directors of the Oberndorf Foundation, and (iv) 150,000 shares of the issuer's common stock solely in his capacity as a trustee for a trust for the benefit of himself and his wife.

5. Additionally, Kurt C. Mobley ("KCM") directly owns 50,000 shares of the issuer's common stock and holds 30,000 shares of the issuer's common stock in the KCM individual retirement account, which is self directed, and may be deemed to indirectly beneficially own and holds 20,000 shares of the issuer's common stock in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership. Additionally 15,000 shares of the issuer's common stock are owned directly by WJP; 18,000 shares of the issuer's common stock are owned directly by Betty Jane Weimer; 5,500 shares of the issuer's common stock are owned directly by Edward H. McDermott; 65,000 shares of the issuer's common stock are owned directly by Michael B. Yuen; 14,900 shares of the issuer's common stock are owned directly by Brian Scully; and 11,000 shares of the issuer's common stock are owned directly by Vincent Scully.

#### Remarks:

The persons listed in Notes (1) (2) (3) (4) and (5) above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, for purposes of this filing. This filing shall not be deemed as an admission by any Reporting Person that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such person's pecuniary interest, if any, therein.

Kim M. Silva Attorney in fact 07/29/2004

\*\* 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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