

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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* <u>Kelley Philip M</u>			2. Issuer Name and Ticker or Trading Symbol <u>CROWN CASTLE INC. [ CCI ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>EVP, Corp Dev &amp; Strategy</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>8020 KATY FREEWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77024</u>			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	02/19/2024		M		1,415	A	\$0	155,700	D	
Common Stock, \$0.01 Par Value	02/19/2024		M		1,428	A	\$0	157,128	D	
Common Stock, \$0.01 Par Value	02/19/2024		M		1,999	A	\$0	159,127	D	
Common Stock, \$0.01 Par Value	02/19/2024		F		1,234 <sup>(1)</sup>	D	\$108.22	157,893	D	
Common Stock, \$0.01 Par Value								1,655 <sup>(2)</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
Time RSUs	(3)	02/19/2024		M			1,415	(4)	(4)	Common Stock	1,415	\$0	0	D	
Time RSUs	(3)	02/19/2024		M			1,428	(5)	(5)	Common Stock	1,428	\$0	1,428	D	
Time RSUs	(3)	02/19/2024		M			1,999	(6)	(6)	Common Stock	1,999	\$0	3,998	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 RSU was issued pursuant to the Crown Castle Inc. ("Company") 2013 Long-Term Incentive Plan or 2022 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.
- These Time RSUs were previously granted on February 18, 2021. 33 1/3% of the original grant amount of these Time RSUs vested on February 19 of each of 2022, 2023 and 2024.
- These Time RSUs were previously granted on February 17, 2022. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2023, 2024 and 2025.
- These Time RSUs were previously granted on February 22, 2023. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2024, 2025 and 2026.

**Remarks:**

/s/ Philip M. Kelley 02/21/2024  
 \*\* 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.