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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 24, 2011

Crown Castle International Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-16441

(Commission File Number)

76-0470458

(IRS Employer Identification No.)

**1220 Augusta Drive Suite 500
Houston, TX**

(Address of principal executive offices)

77057

(Zip Code)

Registrant's telephone number, including area code: **(713) 570-3000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03 — AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGES IN FISCAL YEAR

As described in Item 5.07 below, on May 24, 2011, the stockholders of Crown Castle International Corp. (“Company”) approved an amendment to Article VII of the Company’s Amended and Restated Certificate of Incorporation (“Charter”), which removed the requirement of plurality voting for directors (“Charter Amendment”), in order to permit the Company to implement majority voting in uncontested director elections. The Charter Amendment became effective upon the filing of a Certificate of Amendment of the Charter with the Secretary of State of the State of Delaware on May 24, 2011. The foregoing is qualified in its entirety by reference to the Certificate of Amendment of the Charter, which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

The Board of Directors of the Company (“Board”) had previously approved an amendment (“By-Laws Amendment”) to Section 2.08 of the Company’s Amended and Restated By-Laws (“By-Laws”), which amendment was contingent upon the approval by the stockholders of the Charter Amendment described above. The By-Laws Amendment deletes the first sentence of Section 2.08 of the By-Laws (stating “The election of Directors submitted to Stockholders at any meeting shall be decided by a plurality of the votes cast thereon.”) and replaces such language with a new first paragraph providing that majority voting for directors applies in any election which is not a Contested Election (as defined in the By-Laws Amendment) (“Uncontested Election”). Pursuant to the By-Laws Amendment, a director nominee in an Uncontested Election shall be elected if the number of votes cast “for” such nominee exceeds the number of votes cast “against” such nominee (i.e., only if the nominee receives affirmative “for” votes from a majority of the shares voted with respect to that nominee). The By-Laws Amendment provides for plurality voting in Contested Elections.

If a director nominee who is serving as an incumbent director is not elected at a stockholder meeting and no successor director is elected at the meeting, Delaware law provides that the director would continue to serve on the Board as a “holdover director,” until such director’s respective successor is elected and qualified, or until such director’s earlier resignation or removal. To address a potential holdover director situation, the By-Laws Amendment includes provisions providing (1) that the Board shall nominate for re-election only incumbent directors who have timely tendered irrevocable, conditional resignations prior to the meeting at which they are to be re-elected and (2) for the review and consideration of such resignations by the Board’s nominating and corporate governance committee and the Board in the event an incumbent director nominee fails to receive the required vote in an Uncontested Election.

The By-Laws Amendment became effective on May 24, 2011, upon the filing of the Certificate of Amendment relating to the Charter Amendment with the Secretary of State of the State of Delaware, as described above. The foregoing summary of the By-Laws Amendment is qualified in its entirety by reference to the text of the By-Laws Amendment, which is filed herewith as Exhibit 3.2 and incorporated herein by reference.

ITEM 5.07 — SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The annual meeting of the stockholders of the Company was held on May 24, 2011 (“Annual Meeting”), at which meeting the stockholders of the Company elected each of the four nominees for class I directors for a three-year term expiring in 2014, ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accountants for fiscal year 2011, approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as described in the Company’s Proxy Statement for the Annual Meeting, approved the Charter Amendment, and expressed a non-binding preference that the Company conduct a vote on the compensation of the Company’s named executive officers every year. The final voting results for each proposal submitted to a vote are set forth below:

Election of class I directors:

Name	Votes For	Votes Withheld	Broker Non-Votes
Dale N. Hatfield	250,380,783	936,020	10,725,256
Lee W. Hogan	249,876,178	1,440,625	10,725,256
Robert F. McKenzie	250,079,509	1,237,294	10,725,256
David C. Abrams	249,920,192	1,396,611	10,725,256

The ratification of appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2011:

Votes For	Votes Against	Abstentions	Broker Non-Votes
261,386,005	641,283	14,771	0

The non-binding, advisory vote regarding the compensation of the Company's named executive officers:

Votes For	Votes Against	Abstentions	Broker Non-Votes
248,507,443	2,772,019	37,341	10,725,256

The proposal to amend the Company's Amended and Restated Certificate of Incorporation to permit the Company to implement majority voting in uncontested director elections:

Votes For	Votes Against	Abstentions	Broker Non-Votes
251,159,698	67,872	89,233	10,725,256

The nonbinding, advisory vote on the frequency of voting on the compensation of the Company's named executive officers:

One Year	Two Years	Three Years	Abstentions
237,153,676	3,029,274	11,115,124	18,729

Based on the results of this advisory vote, and consistent with the recommendation of the Board, the Board has determined that the Company will hold a stockholder vote regarding the compensation of the Company's named executive officers every year until the next stockholder advisory vote on the frequency of voting on named executive officer compensation occurs.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Crown Castle International Corp., effective May 24, 2011
3.2	Amendment to Amended and Restated By-Laws of Crown Castle International Corp., effective May 24, 2011

SIGNATURES

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

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ E. Blake Hawk
Name: E. Blake Hawk
Title: Executive Vice President
and General Counsel

Date: May 26, 2011

EXHIBIT INDEX

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**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CROWN CASTLE INTERNATIONAL CORP.**

Crown Castle International Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("Company"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said Company ("Board") resolutions were duly adopted authorizing and approving the proposed amendment to the Amended and Restated Certificate of Incorporation of the Company ("Charter") set forth below, declaring such amendment to be advisable and authorizing such amendment to the Charter to be submitted to the stockholders of the Company for consideration thereof:

FURTHER RESOLVED, that the amendment of the Amended and Restated Certificate of Incorporation of the Company ("Charter") by deleting the words "by a plurality vote" from the last sentence of the third paragraph of Article VII of the Charter ("Charter Amendment") be and hereby is, subject to approval by the Stockholders, authorized and approved and declared advisable;

SECOND: That thereafter, pursuant to resolution of the Board, a meeting of the stockholders of the Company was duly called and held in accordance with the provisions of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares were voted in favor of the amendment of the Charter.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Crown Castle International Corp. has caused this certificate to be signed this 24th day of May, 2011.

CROWN CASTLE INTERNATIONAL CORP.

By: /s/ E. Blake Hawk
Name: E. Blake Hawk
Title: Executive Vice President

AMENDMENT TO
AMENDED AND RESTATED BY-LAWS OF
CROWN CASTLE INTERNATIONAL CORP.

Pursuant to Section 8.01 of the Amended and Restated By-laws (“By-laws”) of Crown Castle International Corp. (“Company”), the Board of Directors of the Company approved and adopted the following resolution amending Section 2.08 of the By-laws, which amendment became effective on May 24, 2011:

RESOLVED, that the Amended and Restated By-Laws (“By-Laws”) of the Company be, and hereby are, subject to and effective upon the effectiveness of the Proposed Charter Amendment, amended by deleting the first sentence of Section 2.08 of the By-Laws (stating “The election of Directors submitted to Stockholders at any meeting shall be decided by a plurality of the votes cast thereon.”) and replacing such language with a new first paragraph of Section 2.08 of the By-Laws stating:

“Subject to the rights of the holders of any class or series of stock to elect Directors separately, at all meetings of the Stockholders at which a quorum is present and Directors are to be elected, each Director shall be elected by a majority of the votes cast with respect to the Director nominee’s election by Stockholders entitled to vote and present in person or represented by proxy; provided, however, if as of the tenth day preceding the date the Corporation first mails its notice of meeting for such meeting to the Stockholders, the number of nominees standing for election at any meeting of the Stockholders exceeds the number of Directors to be elected (such an election being a “Contested Election”), the Directors shall be elected by a plurality of the votes cast at the meeting. For purposes of this paragraph, a majority of the votes cast means that the number of votes cast “for” a nominee must exceed the number of votes cast “against” the nominee (with abstentions and broker non-votes not counted as a vote cast either “for” or “against” a nominee). The Board shall nominate for re-election as a Director an incumbent candidate only if such candidate shall have tendered, prior to the date the Corporation first mails its notice of meeting for the Stockholder meeting at which such candidate is to be re-elected as a Director, an irrevocable resignation that will be effective upon (1) failure to receive the required vote at any election which is not a Contested Election in which such candidate is nominated for re-election and (2) the Board’s subsequent acceptance of such resignation. Following certification of the vote of an election that is not a Contested Election, if an incumbent Director fails to receive the required vote for re-election, the nominating and corporate governance committee of the Board will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board should then act on the nominating and corporate governance committee’s recommendation and publicly disclose its decision and, in the case of rejection of the resignation, the rationale behind it, generally within 90 days following the date of certification of the election results. If the Board accepts a Director’s resignation pursuant to this Section 2.08, then the Directors may fill the resulting vacancy pursuant to Article VII of the Charter or the Board may decrease the size of the Board.”

Effective May 24, 2011.

/s/ Donald J. Reid

Donald J. Reid, Corporate Secretary