

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 May 02, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SPO ADVISORY CORP

2. Issuer Name and Ticker or Trading Symbol
 CROWN CASTLE INTERNATIONAL CORP [CCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 591 REDWOOD HIGHWAY,
 SUITE 3215
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

MILL VALLEY, CA 94941

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | 04/30/2008 | | S | 300 D \$ 39.24 | 36,967,263 (1) (2) (3) (4) (5) | I | See footnotes |
| Common Stock | 04/30/2008 | | S | 1,100 D \$ 39.26 | 36,966,163 | I | See footnotes |
| Common Stock | 04/30/2008 | | S | 100 D \$ 39.29 | 36,966,063 | I | See footnotes |
| Common Stock | 04/30/2008 | | S | 200 D \$ 39.37 | 36,965,863 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 6,900 D \$ 39 | 36,958,963 | I | See footnotes |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------|---|---------------|
| Common Stock | 05/01/2008 | S | 1,700 | D | \$ 39.01 | 36,957,263 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 2,300 | D | \$ 39.02 | 36,954,963 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 2,900 | D | \$ 39.03 | 36,952,063 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 2,100 | D | \$ 39.04 | 36,949,963 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 4,700 | D | \$ 39.05 | 36,945,263 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 7,298 | D | \$ 39.06 | 36,937,965 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 1,400 | D | \$ 39.07 | 36,936,565 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 2,202 | D | \$ 39.08 | 36,934,363 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 1,800 | D | \$ 39.09 | 36,932,563 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 500 | D | \$ 39.1 | 36,932,063 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 500 | D | \$ 39.11 | 36,931,563 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 600 | D | \$ 39.12 | 36,930,963 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 1,100 | D | \$ 39.13 | 36,929,863 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 900 | D | \$ 39.14 | 36,928,963 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 200 | D | \$ 39.15 | 36,928,763 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 700 | D | \$ 39.16 | 36,928,063 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 400 | D | \$ 39.17 | 36,927,663 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 500 | D | \$ 39.18 | 36,927,163 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 130 | D | \$ 39.19 | 36,927,033 | I | See footnotes |
| Common Stock | 05/01/2008 | S | 500 | D | \$ 39.2 | 36,926,533 | I | See footnotes |
| | 05/01/2008 | S | 70 | D | | 36,926,463 | I | |

| | | | | | | | | | |
|--------------|------------|--|---|-----|----------|----------|------------|---|---------------|
| Common Stock | | | | | \$ 39.21 | | | | See footnotes |
| Common Stock | 05/01/2008 | | S | 100 | D | \$ 39.22 | 36,926,363 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 200 | D | \$ 39.23 | 36,926,163 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 100 | D | \$ 39.24 | 36,926,063 | I | See footnotes |
| Common Stock | 05/01/2008 | | S | 500 | D | \$ 39.25 | 36,925,563 | I | See footnotes |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| | | X | | |

SF ADVISORY PARTNERS LP
591 REDWOOD HIGHWAY , SUITE 3215
MILL VALLEY, CA 94941

SPO PARTNERS II LP
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

SAN FRANCISCO PARTNERS II LP
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

SCULLY JOHN H
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

OBERNDORF WILLIAM E
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

PATTERSON WILLIAM J
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

Signatures

Kim M. Silva,
Attorney-in-fact 05/02/2008

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) The entities disposing of these shares are San Francisco Partners II, L.P. ("SF Partners"), which sold 211,800 shares, Phoebe Snow Foundation ("PSF"), which sold 82,800 shares, John H. Scully ("JHS"), who sold 10,900 shares and William J. Patterson ("WJP"), who sold 700 shares.

(2) As a result of the sales causing this filing, 35,237,663 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) JHS, William E. Oberndorf ("WEO") and WJP, the three controlling persons of SPO Corp. Additionally, 1,641,200 shares of the issuer's common stock are owned directly by 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 & WJP, the three controlling persons of SPO Corp. Additionally, as a result of the sales causing this filing, PSF owns 1,076,200 shares of the issuer's common stock.

(3) Additionally, 302,000 shares of the issuer's common stock are held in the("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 339,800 shares of the issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("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. Additionally, 230,800 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 JHS Trust, a general partner of Netcong Newton Partners, L.P. ("Netcong").

(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, and (iii) 450,000 shares of the issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust"), a trust for the benefit of himself and his wife.

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- (5) Additionally, as a result of the sales causing this filing, 13,900 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.

Remarks:

Form 2 of 3.

The persons listed in the Notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in

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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