

NIEHAUS ROBERT H
Form 4
October 09, 2007

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 *
GREENHILL CAPITAL PARTNERS, LLC

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)
300 PARK AVENUE, 23RD FLOOR,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2007

____ Director
____ Officer (give title below) Other (specify below)
Sharehldr w/ Bd Representation

NEW YORK, NY 10022

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock; par value \$0.01 per share | 10/05/2007 | | | S 2,800,000 (1) (2) (3) (4) (5) (6) | \$ 40.3 2,498,329 (1) (2) (3) (4) (6) | I (1) (2) (3) (4) (5) (6) | Through limited partnerships (1) (2) (3) (4) (5) (6) |

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Rep Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP Managing Partner II, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GREENHILL & CO INC 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GREENHILL ROBERT F 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |

BOK SCOTT L
300 PARK AVENUE
23RD FLOOR
NEW YORK, NY 10022

Sharehldr w/ Bd
Representation

NIEHAUS ROBERT H
300 PARK AVENUE, 23RD FLOOR
NEW YORK, NY 10022

Sharehldr w/ Bd
Representation

Signatures

| | |
|--|------------|
| Greenhill Capital Partners, LLC, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| GCP Managing Partner, L.P., Greenhill Capital Partners, LLC, its general partner, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| GCP Managing Partner II, L.P., Greenhill Capital Partners, LLC, its general partner, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| GCP, L.P., By: GCP 2000, LLC, its general partner, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| GCP 2000, LLC, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| Greenhill & Co., Inc., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman | 10/09/2007 |
| __Signature of Reporting Person | Date |
| Robert F. Greenhill, /s/ Robert F. Greenhill | 10/09/2007 |
| __Signature of Reporting Person | Date |
| Scott L. Bok, /s/ Scott L. Bok | 10/09/2007 |
| __Signature of Reporting Person | Date |
| Robert H. Niehaus, /s/ Robert H. Niehaus | 10/09/2007 |
| __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) This form is being filed by more than one reporting person.
Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc. is the general partner of GCP Managing Partner, L.P. and
 - (2) GCP Managing Partner II, L.P. Greenhill Capital Partners, LLC sold 16,180 shares and following the reported transaction and is now the record owner of zero shares of the Issuer.
GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners, L.P., which sold 1,476,278 shares and is now the record owner of 1,543,381 shares of the Issuer, Greenhill Capital Partners (Cayman), L.P., which sold 218,566 shares and is now the record owner of 228,501 shares of the Issuer, Greenhill Capital Partners (Executives), L.P., which sold 232,238 shares and is now the record owner of 242,791 shares of the Issuer and Greenhill Capital, L.P., which sold 462,622 shares and is now the record owner of 483,656 shares.
 - (4)

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GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Mr. Niehaus is also a member of the Board of Directors of the Issuer.

GCP Managing Partner II, L.P. is the general partner of Greenhill Capital Partners II, L.P., which sold 202,843 shares of the Issuer, Greenhill Capital Partners (Cayman) II, L.P., which sold 79,498 shares, of the Issuer, Greenhill Capital Partners (Executives) II, L.P., which sold 13,990 shares of the Issuer and Greenhill Capital Partners (Employees) II, L.P., which sold 97,785 shares of the Issuer.

(5) Following the reported transaction, Greenhill Capital Partners II, L.P., Greenhill Capital Partners (Cayman) II, L.P., Greenhill Capital Partners (Executives) II, L.P. and Greenhill Capital Partners (Employees) II, L.P. is now each the record owner of zero shares of the Issuer.

(6) Each reporting person disclaims beneficial ownership or the reported securities except to the extent of his or its pecuniary interest therein.

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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