

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 23, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
HAWK E BLAKE

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)
1220 AUGUSTA, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

HOUSTON, TX 77057

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock \$0.01 Par Value	02/19/2009		A		39,836 (1)	A	\$ 0 383,336	D
Common Stock \$0.01 Par Value	02/19/2009		A		178,418 (2) (3)	A	\$ 0 561,754	D
Common Stock \$0.01 Par Value	02/23/2009		D		55,657 (4)	D	\$ 0 506,097	D

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The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan, and 33 1/3% of the restricted stock generally vests (i.e., the transfer and forfeiture restrictions terminate) on February 19 of each of 2010, 2011 and 2012.

The shares represent restricted stock issued under the Company's 2004 Stock Incentive Plan. The terms of such restricted stock provide for 0% to 100% of the shares to vest (i.e., the transfer and forfeiture restrictions terminate) on February 19, 2012 based upon the

- (2) Company's common stock highest average per share price for 20 consecutive trading days between August 24, 2011 and February 19, 2012 ("Highest Average Price"). The percentage of shares vesting being equal to 25%, 50% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$23.15, \$28.10 or \$39.06, respectively. (footnote continues at footnote 3)

(footnote 2 continued) If the Highest Average Price is between \$23.15 and \$28.10, then an additional amount up to 25% shall vest on a prorata basis (approximately 5% per \$1.00 increase in the Highest Average Price above \$23.15). If the Highest Average Price is between

- (3) \$28.10 and \$39.06, then an additional amount up to 50% shall vest on a prorata basis (approximately 4.56% per \$1.00 increase in the Highest Average Price above \$28.10). If the stock price is at or above \$23.15 per share as of February 19, 2012 and remains at or above for 20 consecutive trading days, then a minimum of 25% of the shares of restricted stock shall vest. Any shares of such restricted stock that do not vest as described in the preceding sentence will generally be forfeited.

FORFEITED AND TERMINATED RESTRICTED STOCK AS A RESULT OF THE VESTING (FORFEITURE LAPSE)

- (4) PERFORMANCE CONDITIONS NOT BEING SATISFIED (i.e. the Common Stock not closing at or above \$42.50 per share for 20 consecutive trading days which included any date on or between September 22, 2008 and February 23, 2009). The forfeiture is an exempt transaction pursuant to Rule 16b-3(e).

- (5) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

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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