

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 January 30, 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)
 01/26/2007

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 S/H w/ Board Representation

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/26/2007 | | D ⁽¹⁾ | 3,861,749 | D \$ 33.8719 | 10,638,328 | D ^{(2) (3)} ₍₄₎ |

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)

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| 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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | | | | S/H w/ Board Representation |
| GCP SPV I, LLC C/O GREENHILL CAPITAL PARTNERS 300 PARK AVENUE NEW YORK, NY 10022 | | | | S/H w/ Board Representation |
| GCP SPV 2, LLC C/O GREENHILL CAPITAL PARTNERS 300 PARK AVENUE NEW YORK, NY 10022 | | | | S/H w/ Board Representation |

Signatures

| | |
|--|------------|
| 1. Greenhill Capital Partners, LLC, By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman | 01/30/2007 |
| __Signature of Reporting Person | Date |
| 2. GCP SPV 1, LLC, By GCP Managing Partner, L.P., as Manager of GCP SPV 1, LLC | 01/30/2007 |
| __Signature of Reporting Person | Date |
| By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner, L.P., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman | 01/30/2007 |
| __Signature of Reporting Person | Date |
| 3. GCP SPV 2, LLC, By GCP Managing Partner II, L.P., as Manager of GCP SPV 2, LLC | 01/30/2007 |
| __Signature of Reporting Person | Date |
| By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner, II, L.P., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman | 01/30/2007 |
| __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 transaction was a disposition to the issuer exempt under Rule 16b-3(e).
- (2) This form is being filed by the following Reporting Persons: Greenhill Capital Partners LLC, GCP SPV 1, LLC and GCP SPV 2, LLC.
- (3) Greenhill Capital Partners LLC is the general partner of each of GCP Managing Partner, L.P., which acts as the manager for GCP SPV 1, LLC and GCP Managing Partner II, L.P, which acts as the manager for GCP SPV 2, LLC.
Greenhill Capital Partners LLC sold 11,793 shares, GCP SPV 1, LLC sold 3,562,700 shares and GCP SPV 2, LLC sold 287,256 shares.
- (4) Following the reported transaction, Greenhill Capital Partners LLC owned 32,488 shares, GCP SPV 1, LLC owned 9,814,508 shares and GCP SPV 2, LLC owned 791,332 shares.

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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