KELLY JOHN P
Form 4
November 19, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JOHN P

(Last) (First) (Middle)

1220 AUGUSTA, SUITE 500

(Street)

HOUSTON, TX 77057

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.01 Par Value	11/17/2009		M		75,000 (1)	A	$ 8.7	1,106,348	D	
Common Stock, $0.01 Par Value	11/17/2009		S		75,000 (1)	D	$ 37.0875	1,031,348	D	
Common Stock, $0.01 Par Value	11/18/2009		M		7,891 (1)	A	$ 23.375	1,039,239	D	

Common Stock, $0.01 Par Value	11/18/2009		S	7,891 (1)	D	$ 37.49	1,031,348	D	
Common Stock, $0.01 Par Value	11/19/2009		M	75,000 (1)	A	$ 8.7	1,106,348	D	
Common Stock, $0.01 Par Value	11/19/2009		S	75,000 (1)	D	$ 36.7307 (5)	1,031,348	D	
Common Stock, $0.01 Par Value							25,000	I	By GRAT 2009-1
Common Stock, $0.01 Par Value							25,000	I	By GRAT 2009-2
Common Stock, $0.01 Par Value							405 (2)	I	By 401 (k) Plan

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	$ 8.7	11/17/2009		M			75,000 (1)	09/25/2005 (3)	09/25/2011	Common Stock	75,000

purchase Common Stock)									
Stock Option (right to purchase Common Stock)	$ 23.375	11/18/2009		M	7,891 (1)	(4)	12/20/2010	Common Stock	7,89
Stock Option (right to purchase Common Stock)	$ 8.7	11/19/2009		M	75,000 (1)	09/25/2005(3)	09/25/2011	Common Stock	75,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY JOHN P 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057	X		Executive Vice Chairman	

Signatures

/s/ John P. Kelly	11/19/2009
**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 option exercise and sale reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

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

(3) Vested on September 25, 2005 (following the Company's common stock achieving a pre-established target price).

(4) Vested one-third at time of grant December 20, 2000, with the remaining two-thirds vesting annually in an equal number over five years.

(5) Represents the weighted average price of sales transacted on November 19, 2009; such sales were conducted through 58 individual transactions on November 19, 2009, at sales prices ranging from $36.46 to $37.035 per share.

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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