HAWK E BLAKE
Form 4
February 27, 2012

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

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 *
HAWK E BLAKE

(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)
02/23/2012

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & General Counsel

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	02/23/2012		A		6,377 (1)	A	$ 0	461,452	D	
Common Stock $0.01 Par Value	02/23/2011		A		23,223 (2) (3)	A	$ 0	484,675	D	
Common Stock $0.01 Par Value								365 (4)	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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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. Nu Deriv Secur Bene Owne Follo Repo 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
HAWK E BLAKE 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057			EVP & General Counsel	

Signatures

/s/ E. Blake Hawk	02/27/2012
**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 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 2013, 2014 and 2015.

(2) 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, 2015 based upon the highest average closing price per share of the Company's common stock for 20 consecutive trading days during the period commencing August 24, 2014 and ending on (and including) February 19, 2015 ("Highest Average Price"). The percentage of shares vesting being equal to 33 1/3%, 66 2/3% or 100% of the number of shares of restricted stock granted if the Highest Average Price is $60.21, $69.23 or $79.10, respectively. (footnote continues at footnote 3)

(3) (footnote 2 continued) If the Highest Average Price is between $60.21 and $69.23, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 3.70% per $1.00 increase in the Highest Average Price above $60.21). If the Highest Average Price is between $69.23 and $79.10, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 3.38% per $1.00 increase in the Highest Average Price above $69.23). If the stock price is at or above $60.21 per share as of February 19, 2015 and remains at or above for 20 consecutive trading days, then a minimum of 33 1/3% 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.

(4) 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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