

OBERNDORF FOUNDATION
Form 4
June 21, 2010

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 *
SPO ADVISORY CORP

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)
591 REDWOOD HIGHWAY,
SUITE 3215

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
MILL VALLEY, CA 94941

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/21/2010 | | S | 1,850,000 | D \$ 39.43 | I | See footnotes |
| | | | | | 33,096,263 | | |
| | | | | | (1) (2) (3) (4) | | |
| | | | | | (5) (6) (7) | | |

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)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| OBERNDORF FOUNDATION 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | | X | | |

Signatures

Kim M. Silva,
Attorney-in-fact 06/21/2010

**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).

- The entities disposing of these shares are SPO Partners II, L.P. ("SPO Partners"), which sold 2,900,700 shares, San Francisco Partners, L.P. ("SF Partners"), which sold 37,500 shares, William E. Oberndorf ("WEO"), who sold 15,800 shares, Bill and Susan Oberndorf Foundation ("OF"), which sold 34,200 shares, Phoebe Snow Foundation ("PSF"), which sold 62,800 shares, John H. Scully ("JHS"), who sold 3,200 shares and William J. Patterson ("WJP"), who sold 200 shares. As reported on Line 1 of Form 1 of 2, 300,000 shares of the issuer's common stock were sold, ranging in price from \$39.25 - 39.57 on 6/17/10. As reported on Line 2 of Form 1 of 2, 900,000 shares of the issuer's common stock were sold, ranging in price from \$39.25 - 39.37 on 6/18/10. As reported on Line 3 above, 1,850,000 shares of the issuer's common stock were sold, ranging in price from \$38.99 - 39.98 on 6/21/10.
- (1) Following the transactions causing this filing, 31,794,563 shares of the issuer's common stock are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i)SPO Advisory Partners, L.P ("SPO Advisory"), the sole general partner of SPO Partners, (ii)SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS, WEO, WJP and Edward H. McDermott ("EHM"), the four controlling persons of SPO Corp. Additionally, following the transactions causing this filing, 1,301,700 shares of the issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially

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owned by (i)SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii)SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO, WJP, & EHM the four controlling persons of SPO Corp.

Additionally, following the transactions causing this filing, PSF owns 450,300 shares of the issuer's common stock. Additionally, following the transactions causing this filing, 281,600 shares of the issuer's common stock are held in the("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 628,900 shares of the

- (3) issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"). Additionally, JHS may be deemed to indirectly beneficially own 339,800 shares of the issuer's common stock solely in the capacity of being the general partner of Cranberry Lake Partners, L.P. ("CLP"). Additionally, 230,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as the general partner of Netcong Newton Partners, L.P. ("Netcong").

Additionally, following the transactions causing this filing, OF owns 115,800 shares of the issuer's common stock. Additionally, following the transactions causing this filing, WEO beneficially owns 997,800 shares of the issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the

- (4) issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners ("OFP"), (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of his two children, and (iii) 450,000 shares of the issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust"), a trust for the benefit of himself and his wife. Additionally, 18,000 shares of the Issuer's common stock are owned directly by Betty Jane Weimer ("BJW").
- (5) Additionally, following the transactions causing this filing, 13,100 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.
- (6) Additionally, 2,500 shares of the issuer's common stock are owned directly by EHM in his individual retirement account, which is self-directed. Additionally, 10,000 shares of the issuer's common stock are owned directly by EHM.
- (7) Additionally, Brian Scully ("BS"), who directly owns 14,900 shares of the issuer's common stock, and Vince Scully ("VS"), who directly owns 11,000 shares of the issuer's common stock, are no longer included in the SPO Corp filing group.

Remarks:

FORM 2 OF 2

The persons listed in the Notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in

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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