

CROWN CASTLE INTERNATIONAL CORP

Form 4

November 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCKENZIE ROBERT F

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)

510 BERING DRIVE, SUITE 600

(Street)

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

11/17/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

HOUSTON, TX 77057

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock \$0.01 Par Value	11/17/2006		M	17,813 A \$ 4.2	46,710	D	
Common Stock \$0.01 Par Value	11/17/2006		M ⁽¹⁾	2,500 ⁽¹⁾ A \$ 20.9375	49,210	D	
Common Stock \$0.01 Par Value	11/17/2006		M ⁽¹⁾	5,000 ⁽¹⁾ A \$ 24.8125	54,210	D	

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Common Stock \$0.01 Par Value	11/17/2006	S	100	D	\$ 34.45	54,110	D
Common Stock \$0.01 Par Value	11/17/2006	S	100	D	\$ 34.43	54,010	D
Common Stock \$0.01 Par Value	11/17/2006	S	100	D	\$ 34.42	53,910	D
Common Stock \$0.01 Par Value	11/17/2006	S	300	D	\$ 34.41	53,610	D
Common Stock \$0.01 Par Value	11/17/2006	S	500	D	\$ 34.4	53,110	D
Common Stock \$0.01 Par Value	11/17/2006	S	2,713	D	\$ 34.39	50,397	D
Common Stock \$0.01 Par Value	11/17/2006	S	1,600	D	\$ 34.38	48,797	D
Common Stock \$0.01 Par Value	11/17/2006	S	4,400	D	\$ 34.37	44,397	D
Common Stock \$0.01 Par Value	11/17/2006	S	7,500	D	\$ 34.36	36,897	D
Common Stock \$0.01 Par Value	11/17/2006	S	500	D	\$ 34.35	36,397	D
Common Stock \$0.01 Par Value	11/17/2006	<u>S⁽¹⁾</u>	135 <u>(1)</u>	D	\$ 34.43	36,262	D
	11/17/2006	<u>S⁽¹⁾</u>		D	\$ 34.43	34,523	D

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Common Stock \$0.01 Par Value				1,739 <u>(1)</u>				
Common Stock \$0.01 Par Value	11/17/2006	S ⁽¹⁾	1,200 <u>(1)</u>	D	\$ 34.42	33,323	D	
Common Stock \$0.01 Par Value	11/17/2006	S ⁽¹⁾	200 <u>(1)</u>	D	\$ 34.41	33,123	D	
Common Stock \$0.01 Par Value	11/17/2006	S ⁽¹⁾	200 <u>(1)</u>	D	\$ 34.4	32,923	D	
Common Stock \$0.01 Par Value	11/17/2006	S ⁽¹⁾	1,661 <u>(1)</u>	D	\$ 34.39	31,262	D	
Common Stock \$0.01 Par Value	11/17/2006	J ⁽²⁾	2,365 <u>(2)</u>	D	\$ 0	28,897	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to	\$ 4.2	11/17/2006		M			17,813	<u>(3)</u>	07/30/2007	Common Stock	17,813

purchase
Common
Stock)

Stock
Option

(right to purchase Common Stock)	\$ 20.9375	11/17/2006		M ⁽¹⁾	2,500 <u>(1)</u>	01/14/1999	01/14/2009	Common Stock	2,500
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Stock
Option

(right to purchase Common Stock)	\$ 24.8125	11/17/2006		M ⁽¹⁾	5,000 <u>(1)</u>	<u>(4)</u>	05/25/2010	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKENZIE ROBERT F 510 BERING DRIVE SUITE 600 HOUSTON, TX 77057		X		

Signatures

/s/ Robert F. McKenzie	11/21/2006
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**Signature of Reporting Person	Date
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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 conducted in connection with a separation agreement approved by and entered as an order of a Colorado District Court. The Reporting Person disclaims beneficial ownership of the securities acquired or disposed of in connection with such transaction.
 - (2) Represents transfer to ex-wife of certain shares pursuant to a separation agreement approved by and entered as an order of a Colorado District Court. The Reporting Person disclaims beneficial ownership of the securities disposed of in connection with such transfer.
 - (3) Vested 20% on July 30, 1998, and the remainder vested on August 18, 1998, upon consummation of the Issuer's initial public equity offering.
 - (4) Vested 1/3 per year on each of the first three anniversary dates of May 25, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.