

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 20, 2007

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

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(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)

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

02/15/2007

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

591 REDWOOD HIGHWAY,
SUITE 3215

(Street)

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

MILL VALLEY, CA 94941

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common stock	02/15/2007		P		100	A	\$ 35.33	33,346,363 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007		P		9,400	A	\$ 35.35	33,355,763 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007		P		4,700	A	\$ 35.36	33,360,463 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common	02/15/2007		P		10,700	A	\$	33,371,163	I	See

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stock					35.37	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>		footnotes 1-5
Common stock	02/15/2007	P	7,600	A	\$ 35.38	33,378,763 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	4,900	A	\$ 35.39	33,383,663 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	6,200	A	\$ 35.4	33,389,863 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	14,200	A	\$ 35.41	33,404,063 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	7,900	A	\$ 35.42	33,411,963 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	7,900	A	\$ 35.43	33,419,863 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	5,400	A	\$ 35.44	33,425,263 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	2,100	A	\$ 35.45	33,427,363 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	5,100	A	\$ 35.46	33,432,463 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	6,200	A	\$ 35.47	33,438,663 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	5,400	A	\$ 35.48	33,444,063 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	12,400	A	\$ 35.49	33,456,463 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/15/2007	P	31,000	A	\$ 35.5	33,487,463 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5
Common stock	02/16/2007	P	2,000	A	\$ 35.11	33,489,463 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	See footnotes 1-5

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Common stock	02/16/2007	P	2,500	A	\$ 35.12	33,491,963	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	2,000	A	\$ 35.13	33,493,963	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	500	A	\$ 35.14	33,494,463	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	400	A	\$ 35.15	33,494,863	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,000	A	\$ 35.16	33,495,863	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	700	A	\$ 35.17	33,496,563	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,000	A	\$ 35.18	33,497,563	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,700	A	\$ 35.19	33,499,263	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	5,900	A	\$ 35.2	33,505,163	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,200	A	\$ 35.21	33,506,363	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,400	A	\$ 35.22	33,507,763	(1) (2) (3) (4) (5)	I	See footnotes 1-5
Common stock	02/16/2007	P	1,000	A	\$ 35.23	33,508,763	(1) (2) (3) (4) (5)	I	See footnotes 1-5

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
				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
SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
WILLIAM & SUSAN OBERNDORF TRUST 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		

Signatures

Kim M. Silva , Attorney
in fact 02/20/2007

__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).

26,827,663 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("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) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. Additionally, 1,947,300 shares of the issuer's common stock are owned directly by San Francisco Partners II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially 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 and WJP, the three controlling persons of SPO Corp.

(1) Additionally, 150,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"), a general partner of Netcong Newton Partners, L.P. ("Netcong").

(3)

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Additionally, 317,800 shares of the issuer's common stock are held in the ("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, 895,800 shares of the issuer's common stock are owned directly by the Phoebe Snow Foundation ("PSF"), and may be deemed to be indirectly beneficially owned by JHS, the controlling person, sole director and executive officer of PSF. Additionally, JHS may be deemed to indirectly beneficially own (i) 339,800 shares of the issuer's common stock solely in his capacity as the trustee for the JHS Trust, the general partner of Cranberry Lake Partners, L.P. ("CLP"). Additionally, 662,400 shares of the issuer's common stock are owned directly by the JHS Trust and may be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the JHS Trust.

- (4) The entity acquiring these shares is the William E. & Susan C. Oberndorf Trust ("WEO Trust"). WEO may be deemed to indirectly beneficially own 350,000 shares of the issuer's common stock solely in his capacity as a trustee for WEO Trust for the benefit of himself and his wife. Additionally, WEO beneficially owns 1,025,000 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 issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners, (ii) 50,000 shares of the issuer's common stock solely in his capacity as father of children who share his household, and (iii) 400,000 shares of the issuer's common stock solely in his capacity as one of the directors of the Oberndorf Foundation.

- (5) Additionally, Kurt C. Mobley ("KCM") directly owns 50,000 shares of the issuer's common stock and holds 30,000 shares of the issuer's common stock in the KCM individual retirement account, which is self directed, and may be deemed to indirectly beneficially own and holds 20,000 shares of the issuer's common stock in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership. Additionally 15,000 shares of the issuer's common stock are owned directly by WJP; 18,000 shares of the issuer's common stock are owned directly by Betty Jane Weimer; 5,500 shares of the issuer's common stock are owned directly by Edward H. McDermott; 65,000 shares of the issuer's common stock are owned directly by Michael B. Yuen; 300 shares of the issuer's common stock are owned directly by Eli J. Weinberg; 14,900 shares of the issuer's common stock are owned directly by Brian Scully; and 11,000 shares of the issuer's common stock are owned directly by Vincent Scully.

Remarks:

Form 1 of 2.

The persons listed in Notes (1),(2),(3),(4) and (5) above (each a "Reporting Person") may be deemed to form a "group", as such

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