Edgar Filing: CROWN CASTLE INTERNATIONAL CORP - Form 4

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 23, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

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

See Instruction

1(b).

Stock,

\$0.01 par value

02/23/2009

(Print or Type Responses)													
1. Name and Address of Reporting Person * Young James D			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)	,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% OwnerX_ Officer (give title Other (specify below)						
1220 AUGUSTA, SUITE 500			02/19/2009					Chief Operating Officer					
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
HOUSTON							Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Ad						es Acq	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med on Date, if Day/Year)	Code (Instr. 3, 4 and 5) ear) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)					
Common Stock, \$0.01 par value	02/19/2009			A	35,051 (1)	A	\$0	235,715	D				
Common Stock, \$0.01 par value	02/19/2009			A	156,988 (2) (3)	A	\$0	392,703	D				
Common													

36,294

(4)

D

\$0

356,409

D

D

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date Expiration Exercisable Date	Expiration	Title N			
							of				
				Code V	(A) (D)				hares		
					(1-)			- 01			

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Young James D 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057

Chief Operating Officer

Signatures

/s/ James D. Young 02/23/2009

**Signature of Date
Reporting Person

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 2010, 2011 and 2012.

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, 2012 based upon the

(2) Company's common stock highest average per share price for 20 consecutive trading days between August 24, 2011 and February 19, 2012 ("Highest Average Price"). The percentage of shares vesting being equal to 25%, 50% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$23.15, \$28.10 or \$39.06, respectively. (footnote continues at footnote 3)

Reporting Owners 2

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(continued from footnote 2) If the Highest Average Price is between \$23.15 and \$28.10, then an additional amount up to 25% shall vest on a prorata basis (approximately 5% per \$1.00 increase in the Highest Average Price above \$23.15). If the Highest Average Price is between \$28.10 and \$39.06, then an additional amount up to 50% shall vest on a prorata basis (approximately 4.56% per \$1.00 increase in the Highest Average Price above \$28.10). If the stock price is at or above \$23.15 per share as of February 19, 2012 and remains at or above for 20 consecutive trading days, then a minimum of 25% 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.

FORFEITED AND TERMINATED RESTRICTED STOCK AS A RESULT OF THE VESTING (FORFEITURE LAPSE)
PERFORMANCE CONDITIONS NOT BEING SATISFIED (i.e. the Common Stock not closing at or above \$42.50 per share for 20 consecutive trading days which included any date on or between September 22, 2008 and February 23, 2009). The forfeiture is an exempt transaction pursuant to Rule 16b-3(e).

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.