### Edgar Filing: CROWN CASTLE INTERNATIONAL CORP - Form 4

CROWN CASTLE INTERNATIONAL CORP Form 4 February 23, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Young James D Issuer Symbol **CROWN CASTLE** (Check all applicable) **INTERNATIONAL CORP** [CCI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) 1220 AUGUSTA, SUITE 500 02/19/2009 **Chief Operating Officer** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77057 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock. 35.051 02/19/2009 \$0 235,715 D A A \$0.01 par (1)value Common Stock, 156,988 02/19/2009 \$0 392.703 D Α A (2) (3) \$0.01 par value Common Stock, 36,294 02/23/2009 D D \$0 356,409 D (4)\$0.01 par value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transacti Code (Instr. 8)	5. 6. Date Exercis ionNumber Expiration Date of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **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						

/s/ James D. Young

\*\*Signature of Reporting Person Date

02/23/2009

# **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 stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan, and 33 1/3% of the restricted stock generally (1) 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)

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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

(3) 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.