

SCULLY JOHN H
Form 4
December 31, 2009

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 *
SCULLY JOHN H

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2009

____ Director
____ Officer (give title below) Other (specify below)
See Footnotes 1 & 4

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
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/29/2009 | | G ⁽¹⁾ | 33,500 D \$ 0 | 628,900 | I | By trust ⁽²⁾ <u>(3)</u> |
| Common Stock | 12/29/2009 | | G ⁽⁴⁾ | 22,300 A \$ 0 | 543,400 | D | |
| Common Stock | 12/30/2009 | | S | 11,150 D \$ 39.58 | 532,250 ⁽⁵⁾ | D | |
| Common Stock | 12/31/2009 | | S | 11,150 D \$ 39.31 | 521,100 ⁽⁵⁾ | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | | | See Footnotes 1 & 4 |
| JOHN H SCULLY LIVING TRUST 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | | | See Footnote 1 |
| PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | | | See Footnote 4 |

Signatures

Kim M. Silva,
Attorney-in-fact

12/31/2009

__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).
- (1) The entity making this gift is John H. Scully Living Trust, dated October 1, 2003 ("JHS Trust"). JHS Trust may be deemed to be part of a "group," as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, which is a 10% owner.

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- (2) Following the transaction causing this filing, JHS Trust directly owns 628,900 shares of the issuer's common stock. Additionally, John H. Scully ("JHS") holds 289,200 shares in his IRA, which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 339,800 shares in his capacity as the sole general partner of Cranberry Lake Partners, L.P. Additionally, JHS may be deemed to indirectly beneficially own 230,800 shares in his capacity as a general partner of Netcong Newton Partners, L.P.
- (3) Additionally, JHS may be deemed to indirectly beneficially own 35,237,663 shares as one of the controlling persons of SPO Advisory Corp., the sole general partner of SPO Advisory Partners, L.P., the sole general partner of SPO Partners II, L.P. Additionally, JHS may be deemed to indirectly beneficially own 1,360,100 shares as one of the controlling persons of SPO Advisory Corp., the sole general partner of SF Advisory Partners, L.P., the sole general partner of San Francisco Partners, L.P.
- (4) The entity receiving this gift is Phoebe Snow Foundation ("PSF"). PSF was the recipient of a gift of 22,300 shares on 12/29/09, as reported in Line 2 above. JHS, as the trustee of the entity which made this gift, has no pecuniary interest in PSF. PSF may be deemed to be part of a "group" as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, which is a 10% owner.
- (5) PSF directly sold 11,150 shares on 12/30/09, as reported in Line 3 above, at 39.58. PSF directly sold 11,150 shares on 12/31/09, as reported in Line 4 above, at 39.31. Following the transactions causing this filing, PSF owns 521,100 of the issuer's common stock.

Remarks:

This filing shall not be deemed as an admission by the Reporting Person that such person is, for purposes of Section 16 of the

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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