

CROWN CASTLE INTERNATIONAL CORP  
Form 8-K  
August 19, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 16, 2005**

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**Crown Castle International Corp.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-16441**  
(Commission File Number)

**76-0470458**  
(IRS Employer

Identification Number)

**510 Bering Drive**

**Suite 500**

**Houston, TX 77057**

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(Address of Principal Executive Office)

**Registrant's telephone number, including area code: (713) 570-3000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS**

(b) William D. Strittmatter has provided notice to the Company of his intention to resign as a member of the Board of Directors of the Company ( Board ) and a member of the Board s Audit Committee, effective September 1, 2005. Mr. Strittmatter has served as a director of the Company as the nominee of GE Capital Structured Finance Group and its affiliates ( GE Capital ) since November 1999, as further discussed below.

In November 1999, GE Capital made a \$200 million strategic investment in the Company in exchange for 200,000 shares of the Company s 8 1/4% Convertible Preferred Stock ( 8/4% Preferred ) and certain warrants to purchase Company common stock, which expired unexercised in November 2004. The agreements relating to the 8 1/4% Preferred investment provide that so long as GE Capital holds at least 50% of such shares of 8 1/4% Preferred, GE Capital will have the right to nominate one designee to be a member of the Board. Following Mr. Strittmatter s resignation, GE Capital retains the right to nominate a replacement designee to the Board.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CROWN CASTLE INTERNATIONAL CORP.**

By:           /s/ E. Blake Hawk          

Name: E. Blake Hawk

Title: Executive Vice President and General Counsel

Date: August 19, 2005