

CROWN CASTLE INTERNATIONAL CORP

Form 4

January 30, 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 *

GREENHILL CAPITAL
PARTNERS, LLC

(Last) (First) (Middle)

300 PARK AVENUE, 23RD
FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

CROWN CASTLE
INTERNATIONAL CORP [CCI]

3. Date of Earliest Transaction

(Month/Day/Year)

01/26/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

S/H w/ Board Representation

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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	01/26/2007		D ⁽¹⁾		3,861,749	D	\$ 33.8719	10,638,328	D ⁽²⁾ ⁽³⁾ ⁽⁴⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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 Repor 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
GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022				S/H w/ Board Representation
GCP SPV I, LLC C/O GREENHILL CAPITAL PARTNERS 300 PARK AVENUE NEW YORK, NY 10022				S/H w/ Board Representation
GCP SPV 2, LLC C/O GREENHILL CAPITAL PARTNERS 300 PARK AVENUE NEW YORK, NY 10022				S/H w/ Board Representation

Signatures

1.Greenhill Capital Partners, LLC, By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman	01/30/2007
_____ **Signature of Reporting Person	Date
2.GCP SPV 1, LLC, By GCP Managing Partner, L.P., as Manager of GCP SPV 1, LLC	01/30/2007
_____ **Signature of Reporting Person	Date
By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner, L.P., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman	01/30/2007
_____ **Signature of Reporting Person	Date
3. GCP SPV 2, LLC, By GCP Managing Partner II, L.P., as Manager of GCP SPV 2, LLC	01/30/2007
_____ **Signature of Reporting Person	Date
By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner, II, L.P., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman	01/30/2007
_____ **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).

(1) This transaction was a disposition to the issuer exempt under Rule 16b-3(e).

(2) This form is being filed by the following Reporting Persons: Greenhill Capital Partners LLC, GCP SPV 1, LLC and GCP SPV 2, LLC.

(3) Greenhill Capital Partners LLC is the general partner of each of GCP Managing Partner, L.P., which acts as the manager for GCP SPV 1, LLC and GCP Managing Partner II, L.P, which acts as the manager for GCP SPV 2, LLC.

Greenhill Capital Partners LLC sold 11,793 shares, GCP SPV 1, LLC sold 3,562,700 shares and GCP SPV 2, LLC sold 287,256 shares.

(4) Following the reported transaction, Greenhill Capital Partners LLC owned 32,488 shares, GCP SPV 1, LLC owned 9,814,508 shares and GCP SPV 2, LLC owned 791,332 shares.

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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