

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 23, 2015

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

OMB APPROVAL

OMB
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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 *
Kelley Philip M2. 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)
1220 AUGUSTA DR, SUITE 600
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior VP, Corp Dev & Strategy

HOUSTON, TX 77057

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$0.01 Par Value	02/19/2015		M	1,205 A \$ 0	157,014	D	
Common Stock, \$0.01 Par Value	02/19/2015		F	7,567 (1) D \$ 88.2	149,447	D	
Common Stock, \$0.01 Par Value					385 (2)	I	by 401(K) Plan

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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 or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Time RSUs	(3)	02/19/2015		M	1,205 (4)	(5)	(5)	Common Stock	1,205 \$ (5)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kelley Philip M 1220 AUGUSTA DR SUITE 600 HOUSTON, TX 77057	Senior VP, Corp Dev & Strategy

Signatures

/s/ Philip M.
Kelley
02/23/2015
**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).

- Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting (i.e.,
- (1) applicable transfer and forfeiture restriction termination) of certain shares of restricted stock and certain Restricted Stock Units ("RSUs") previously granted to the Reporting Person. Such withholding is exempt from Section 16 (b) pursuant to Rule 16b-3(e).
 - (2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
 - (3) Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of common stock and vesting generally is subject to (i) the reporting person remaining an employee or director of the Company or its

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affiliates and (ii) the other criteria described in the footnotes below.

- (4) 33 1/3 % of the original grant amount of these Time RSUs vested on February 19, 2015.
- (5) These Time RSUs were previously granted on February 20, 2014. 33 1/3% of the original grant amount of these Time RSUs vests on February 19 of each of 2015, 2016 and 2017.

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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