

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 23, 2016

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

OMB APPROVAL

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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 *
Fisher Rob A2. Issuer Name **and** Ticker or Trading
SymbolCROWN CASTLE
INTERNATIONAL CORP [CCI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2016

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

V.P. & Corporate Controller

2000 CORPORATE DRIVE

(Street)

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

CANONSBURG, PA 15317

(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 Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	02/19/2016		M	671 A \$ 0	20,944	D	
Common Stock, \$0.01 Par Value	02/19/2016		M	615 A \$ 0	21,559	D	
Common Stock, \$0.01 Par Value	02/19/2016		F	2,756 (1) D \$ 86.02	18,803	D	

Common
Stock,
\$0.01 Par
Value

02/19/2016

D

2,960
(2)

D

\$ 0

15,843

D

Common
Stock,
\$0.01 Par
Value

3,041 (3)

I

By 401(k)
Plan

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time RSUs	(4)	02/19/2016		M	671 (5)	(6)	(6)	Common Stock	671	\$ 0
Time RSUs	(4)	02/19/2016		M	615 (5)	(7)	(7)	Common Stock	615	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fisher Rob A 2000 CORPORATE DRIVE CANONSBURG, PA 15317	V.P. & Corporate Controller

Signatures

Rob A. Fisher

02/23/2016

__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) Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting (i.e., applicable transfer and forfeiture restriction termination) of certain shares of restricted stock and 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 the forfeiture and termination of the portion of the shares of performance restricted stock issued in 2013 which did not vest as a result of the applicable performance conditions not achieving the level required for the vesting of all 9,542 shares of 2013 performance restricted stock originally granted.

(3) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

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

(5) 33 1/3 % of the original grant amount of these Time RSUs vested on February 19, 2016.

(6) 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 2015, 2016 and 2017.

(7) These Time RSUs were previously granted on February 12, 2015. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2016, 2017 and 2018.

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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