

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 23, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelley Philip M

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)

1220 AUGUSTA DR, SUITE 600

(Street)

HOUSTON, TX 77057

(City)

(State)

(Zip)

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

02/19/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Senior VP, Corp Dev & Strategy

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
Common Stock, \$0.01 Par Value	02/19/2016		M	1,205 A \$ 0	150,652	D	
Common Stock, \$0.01 Par Value	02/19/2016		M	1,262 A \$ 0	151,914	D	
Common Stock, \$0.01 Par Value	02/19/2016		F	4,755 (1) D \$ 86.02	147,159	D	

Common
Stock,
\$0.01 Par
Value

02/19/2016

D

5,198
(2)

D

\$ 0

141,961

D

Common
Stock,
\$0.01 Par
Value

534 (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. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Time RSUs	(4)	02/19/2016		M	1,205 (5)	(6)	(6)	Common Stock	1,205	\$ 0
Time RSUs	(4)	02/19/2016		M	1,262 (5)	(7)	(7)	Common Stock	1,262	\$ 0

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

02/23/2016

__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 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 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 16,754 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 of 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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