

Ackerman Robert Carl
Form 4
February 21, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ackerman Robert Carl

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 DRIVE SUITE
600

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP-COO-Towers and Small Cell

(Street)
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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount (D) Price	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	02/19/2018		M	7,614 A \$ 0	7,713	D	
Common Stock \$0.01 Par Value	02/19/2018		M	901 A \$ 0	8,614	D	
Common Stock \$0.01 Par	02/19/2018		M	945 A \$ 0	9,559	D	

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Value								
Common Stock \$0.01 Par Value	02/19/2018	M	925	A	\$ 0	10,484	D	
Common Stock \$0.01 Par Value	02/19/2018	F	<u>3,168</u> (1)	D	\$ 109.12	7,316	D	
Common Stock \$0.01 Par Value						199 (2)	I	As custodian for child 1 under UTMA
Common Stock \$0.01 Par Value						199 (2)	I	As custodian for child 2 under UTMA
Common Stock \$0.01 Par Value						199 (2)	I	As custodian for child 3 under UTMA
Common Stock \$0.01 Par Value						199 (2)	I	As custodian for child 4 under UTMA

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

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SEC 1474
(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.
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Performance RSUs ⁽³⁾	\$ 0	02/19/2018	M		7,614	<u>(4)</u>	<u>(4)</u>	Common Stock 7,614
Time RSUs <u>(3)</u>	\$ 0	02/19/2018	M		901	<u>(5)</u>	<u>(5)</u>	Common Stock 901
Time RSUs <u>(3)</u>	\$ 0	02/19/2018	M		945	<u>(6)</u>	<u>(6)</u>	Common Stock 945
Time RSUs <u>(3)</u>	\$ 0	02/19/2018	M		925	<u>(7)</u>	<u>(7)</u>	Common Stock 925

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ackerman Robert Carl 1220 AUGUSTA DRIVE SUITE 600 HOUSTON, TX 77057			SVP-COO-Towers and Small Cell	

Signatures

/s/ Robert Carl
Ackerman

02/21/2018

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 of certain shares of restricted stock previously granted to the Reporting Person. Such withholding is exempt from Section 16 (b) pursuant to Rule 16b-3(e).
- (2) The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Each Restricted Stock Unit ("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 (i.e., forfeiture restriction termination) 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.
- (4) 7,614 Performance RSUs vested on February 19, 2018, based upon the Company's total stockholder return performance ranking relative to a peer group of companies approved by the Company's board of directors for the three year period ending February 12, 2018. The remainder of the original Performance RSUs granted in February 2015 did not vest on February 19, 2018 and were forfeited.
- (5) 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.
- (6) These Time RSUs were previously granted on February 18, 2016. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2017, 2018 and 2019.
- (7)

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These Time RSUs were previously granted on February 16, 2017. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2018, 2019 and 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.