

Brown Jay A.  
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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brown Jay A.

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)

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

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

HOUSTON, TX 77057

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

(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	02/19/2018		M	26,465 A \$ 0	179,503	D	
Common Stock, \$0.01 Par Value	02/19/2018		M	3,132 A \$ 0	182,635	D	
Common Stock, \$0.01 Par Value	02/19/2018		M	5,400 A \$ 0	188,035	D	

Edgar Filing: Brown Jay A. - Form 4

Common Stock, \$0.01 Par Value	02/19/2018	M	8,057	A	\$ 0	196,092	D	
Common Stock, \$0.01 Par Value	02/19/2018	F	<u>15,566</u> <sup>(1)</sup>	D	\$ 109.12	180,526	D	
Common Stock, \$0.01 Par Value						2,000 <u>(2)</u>	I	by Spouse
Common Stock, \$0.01 Par Value						9,284 <u>(3)</u>	I	by 401(K) Plan

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance RSUs	<u>(4)</u>	02/19/2018		M	26,465	<u>(5)</u> <u>(5)</u>	Common Stock 26,465
Time RSUs	<u>(4)</u>	02/19/2018		M	3,132	<u>(6)</u> <u>(6)</u>	Common Stock 3,132
Time RSUs	<u>(4)</u>	02/19/2018		M	5,400	<u>(7)</u> <u>(7)</u>	Common Stock 5,400
Time RSUs	<u>(4)</u>	02/19/2018		M	8,057	<u>(8)</u> <u>(8)</u>	Common Stock 8,057

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Jay A. 1220 AUGUSTA DR SUITE 600 HOUSTON, TX 77057	X		President and CEO	

## Signatures

/s/ Jay A. Brown 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).

Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of  
(1) 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) 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) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of  
(4) 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.

26,465 Performance RSUs vested on February 19, 2018, based upon the Company's total stockholder return performance ranking relative  
(5) 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, 2017 and were forfeited.

(6) 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.

(7) 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.

(8) 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.