

Kelley Philip M
Form 4
February 21, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

____ Director _____ 10% Owner
 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)
 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 Ownership: Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock, \$0.01 Par Value | 02/19/2019 | | M | | 12,074 | A | \$ 0 | 114,708 | D |
| Common Stock, \$0.01 Par Value | 02/19/2019 | | M | | 1,670 | A | \$ 0 | 116,378 | D |
| Common Stock, \$0.01 Par Value | 02/19/2019 | | M | | 1,934 | A | \$ 0 | 118,312 | D |

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| | | | | | | | | |
|--------------------------------|------------|---|---------------------|---|-----------|---------|---|----------------|
| Common Stock, \$0.01 Par Value | 02/19/2019 | M | 1,747 | A | \$ 0 | 120,059 | D | |
| Common Stock, \$0.01 Par Value | 02/19/2019 | F | <u>5,634</u> (1) | D | \$ 120.13 | 114,425 | D | |
| Common Stock, \$0.01 Par Value | | | | | | 977 (2) | 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 | (3) | 02/19/2019 | | M | 12,074 | (4) (4) | Common Stock 12,074 |
| Time RSUs | (3) | 02/19/2019 | | M | 1,670 | (5) (5) | Common Stock 1,670 |
| Time RSUs | (3) | 02/19/2019 | | M | 1,934 | (6) (6) | Common Stock 1,934 |
| Time RSUs | (3) | 02/19/2019 | | M | 1,747 | (7) (7) | Common Stock 1,747 |

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

02/21/2019

**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 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).

Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of
(3) 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.

12,074 Performance RSUs vested on February 19, 2019, based upon the Company's total stockholder return performance ranking relative
(4) to a peer group of companies approved by the Company's board of directors for the three year period ended February 18, 2019. The remainder of the original Performance RSUs granted in February 2016 did not vest on February 19, 2019 and were forfeited.

(5) 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.

(6) 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.

(7) These Time RSUs were previously granted on February 21, 2018. 33 1/3% of the original grant amount of these Time RSUs vests on February 19 of each of 2019, 2020 and 2021.

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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