

MORELAND W BENJAMIN
Form 4
March 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
MORELAND W BENJAMIN

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)
510 BERING DRIVE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP & CFO

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 (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock \$0.01 Par Value	02/22/2007		A		57,906 ⁽¹⁾	A	\$ 0 431,569	D
Common Stock \$0.01 Par Value	02/22/2007		A		62,897 ⁽²⁾	A	\$ 0 494,466	D

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

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SEC 1474 (9-02)

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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)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORELAND W BENJAMIN 510 BERING DRIVE SUITE 600 HOUSTON, TX 77057	X		Exec. VP & CFO	

Signatures

/s/ W. Benjamin
Moreland
Date: 03/07/2007

**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) The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan. If the Company's common stock ("Common Stock") closes at or above per share prices equal to \$39.68, \$45.63 or \$52.47 for any 20 consecutive trading days which include dates on or before February 22, 2011 (the fourth anniversary of the grant date), 33 1/3% of the restricted stock performance vests (i.e., the transfer and forfeiture restrictions terminate) upon reaching each such price target. In addition, any remaining unvested restricted stock vests on February 22, 2011 or thereafter if the Common Stock closes at or above \$41.40 per share for any 20 consecutive trading days which include dates on or before February 22, 2011. Any shares of restricted stock that have not otherwise vested as set forth in the preceding two sentences will be forfeited.

(2) The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan. Such restricted stock will vest on December 31, 2008 or thereafter, provided the Common Stock closes at or above \$44.50 per share for 20 consecutive trading days which include any date on or between July 1, 2008 and December 31, 2008. Any shares of such restricted stock that have not otherwise vested as set forth in the preceding sentence will be forfeited. Any unvested portion of such restricted stock generally will be forfeited upon termination of employment, unless such involves a qualifying termination relating to a change in control or the death or disability of the Reporting Person.

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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