

CROWN CASTLE INTERNATIONAL CORP

Form 3

January 22, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â EDENS WESLEY R
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/12/2007

3. Issuer Name and Ticker or Trading Symbol

CROWN CASTLE INTERNATIONAL CORP [CCI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

C/O FORTRESS INVESTMENT GROUP LLC,Â 1345 AVENUE OF THE AMERICAS

(Street)

NEW YORK,Â NYÂ 10105

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	80,661 ⁽¹⁾	D	Â
Common Stock	0 ⁽¹⁾ ⁽¹²⁾	I	by Drawbridge Global Macro Fund Ltd. ⁽²⁾ ⁽¹¹⁾
Common Stock	4,747,993 ⁽¹⁾	I	by FIT GSL LLC ⁽³⁾ ⁽¹¹⁾
Common Stock	0 ⁽¹⁾ ⁽¹²⁾	I	by Drawbridge Global Macro Fund LP ⁽⁴⁾ ⁽¹¹⁾
Common Stock	0 ⁽¹⁾ ⁽¹²⁾	I	by Drawbridge Investment Partners LLC ⁽⁵⁾ ⁽¹¹⁾
Common Stock	19,333,718 ⁽¹⁾	I	by FRIT PINN LLC ⁽⁶⁾ ⁽¹¹⁾
Common Stock	652,968 ⁽¹⁾	I	by Fortress Registered Investment Trust ⁽⁷⁾ ⁽¹¹⁾

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Common Stock	5,183,415 ⁽¹⁾	I	by Fortress Pinnacle Investment Fund LLC ⁽⁸⁾ ⁽¹¹⁾
Common Stock	501,523 ⁽¹⁾	I	by FRIT Holdings LLC ⁽⁹⁾ ⁽¹¹⁾
Common Stock	273,317 ⁽¹⁾	I	by Partners Interim Holdings LLC ⁽¹⁰⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDENS WESLEY R
C/O FORTRESS INVESTMENT GROUP LLC
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

Â X Â X Â Â

Signatures

/s/ Wesley R.

01/22/2007

Edens

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Edens and certain funds affiliated with Fortress acquired beneficial ownership of 42,073,592 shares of the Issuer's common stock pursuant to the Agreement and Plan of Merger, dated 10/5/06 (the "Agreement"), by and among Global Signal Inc. ("Global Signal"), the Issuer and CCGS Holdings LLC. All outstanding Global Signal shares were exchanged for 1.61 shares of Issuer common stock or \$55.95 in cash, at each stockholder's election and subject to proration described in the Agreement. On 1/19/07, certain funds affiliated with Fortress entered into a Stock Purchase Agreement (the "SPA"), pursuant to which the Issuer agreed to purchase an aggregate of 11,042,424 shares of the Issuer's common stock for \$374,027,428.86. The closing of the transactions contemplated by the SPA is expected to occur on 1/26/07. Upon the consummation of such transactions, Mr. Edens and certain funds affiliated with Fortress will hold the shares of the Issuer's common stock that are the subject of this Form 3.

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- Drawbridge Global Macro Advisors LLC is the investment advisor of Drawbridge Global Macro Fund Ltd., and may be deemed to beneficially own the shares listed as beneficially owned by Drawbridge Global Macro Fund Ltd. Fortress Investment Group LLC is the
- (2) sole managing member of Drawbridge Global Macro Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress Investment Group Holdings LLC ("Fortress").
- FIT GSL LLC is 100% owned by FIT Holdings LLC which is a wholly-owned subsidiary of Fortress Investment Trust II, an investment company registered under the Investment Company Act of 1940, which is majority owned by Fortress Investment Fund II LLC. Fortress
- (3) Investment Fund II LLC is managed by its managing member Fortress Fund MM II LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- Drawbridge Global Macro Advisors LLC is the investment advisor of Drawbridge Global Macro Fund LP, and may be deemed to beneficially own the shares listed as beneficially owned by Drawbridge Global Macro Fund LP. Fortress Investment Group LLC is the
- (4) sole managing member of Drawbridge Global Macro Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- Drawbridge Investment Partners LLC is 100% owned by Drawbridge Special Opportunities Fund LP and Drawbridge Special Opportunities Fund Ltd. Drawbridge Special Opportunities Advisors LLC is the investment manager of each of Drawbridge Special
- (5) Opportunities Fund LP and Drawbridge Special Opportunities Fund Ltd. Fortress Investment Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- FRIT PINN LLC is a wholly-owned subsidiary of FRIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing
- (6) member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- Fortress Registered Investment Trust is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by
- (7) its managing member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- FIG Advisors LLC is the investment advisor of Fortress Pinnacle Investment Fund LLC. Fortress Investment Group LLC is the sole
- (8) managing member of FIG Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- FRIT Holdings LLC is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress
- (9) Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member Fortress Fund MM LLC, which is managed by Fortress Investment Group LLC pursuant to a management agreement. Fortress Investment Group LLC is 100% owned by Fortress Operating Entity I LP. FIG Corp. is the general partner of Fortress Operating Entity I LP. FIG Corp. is 100% owned by Fortress.
- WRE Personal Holdings LLC may be deemed to beneficially own the shares reported as beneficially owned by Partners Interim
- (10) Holdings LLC by virtue of its membership interest in Partners Interim Holdings LLC. Mr. Edens is the sole member of WRE Personal Holdings LLC. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or otherwise.
- Due to his voting interest in Fortress, Wesley R. Edens may be deemed to beneficially own the shares listed as beneficially owned by
- (11) Fortress. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or otherwise.
- Drawbridge Global Macro Fund Ltd., Drawbridge Global Macro Fund LP and Drawbridge Investment Partners LLC (together, the
- (12) "Drawbridge Funds") received 203,398 shares, 20,621 shares and 33,554 shares, respectively (collectively, the "Drawbridge Shares"), of the Issuer's Common Stock pursuant to the merger agreement. Due to their relationship to the Drawbridge Funds, each of the Reporting Persons may be deemed to have beneficially owned the Drawbridge Shares. On January 17, 2006 and January 19, 2006, the Drawbridge Funds sold the Drawbridge Shares. Following such transactions, the Drawbridge Funds do not own any shares of the Issuer's Common Stock.

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.