KELLY JOHN P Form 4 August 22, 2001

| | / | OMB APPROVAL / | | |
|--|---|---|--|--|
| | / OME / Exp / Est / hou | Number: 3235-0287 / pires: December 31, 2001 / imated average burden / urs per response 0.5 / | | |
| ++ FORM 4 ++ [_] Check this box if no longer subject | U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | | |
| obligations may continue. See Instruction 1(b). | 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(f) of the Investment Company Act of 1940 | | | |
| (Print or Type Responses) | | | | |
| 1. Name and Address of Re | eporting Person* | | | |
| KELLY | JOHN | P. | | |
| (Last) | (First) | (Middle) | | |
| c/o Crown Castle Internati | ional Corp. 510 Bering, Sui | te 500 | | |
| | (Street) | | | |
| Houston | Texas | 77057 | | |
| (City) | (State) | (Zip) | | |
| 2. Issuer Name and Ticker | c or Trading Symbol CROWN C | CASTLE INTERNATINAL CORP. | | |
| 3. I.R.S. Identification (voluntary) | Number of Reporting Person, | if an entity | | |
| 4. Statement for Month/Ye | ear August | 2001 | | |
| 5. If Amendment, Date of Original (Month/Year) | | | | |
| | | | | |

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | Lugar i ling. NEEET JOHN 1 - 1 OHI 4 | | | | | | | |
|-----------------------------|--------------------------------------|--|--|---|---------------|-------|-----------------|--|
| X Direct | tor | X Officer (give tit | ale below) | | 10% Owner | | fy below) | |
| | | d Chief Oper | | | | | | |
| X Form | filed b | y One Report y More than | ing Person One Report | ing E | | | ly Owned | |
| | | 2. Trans- action Date (Month/ | 3. Trans- action Code (Instr. | rans- 4. Securities Acquired (A) ction or Disposed of (D) ode (Instr. 3, 4 and 5) Instr. 8) | | (A) | | |
| _ | Year) | Code | V | Amount | (A) or (D) | Price | Month (Instr. 3 | |
| Common Stock : Par Value | \$0.01 | 8/20/01 | Р | | 21,000 | A | \$8.00 | |
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SEC 1474 (3-99)

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

* If the form is filed by more than one person, see Instruction 4(b)(v)

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 control number.

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. Conver- sion or Exercise Price of Deriv- ative Security | 3. Trans- action Date (Month/ Day/ Year) | 4. Transac- tion Code (Instr. 8) | | |
|--|---|---|---|--|--|
| | | | Code V | | |
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| Table IIDerivative Securi (e.g., puts, calls, warra | | | wned | | |
| | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price 9. Numb of of D Deriv- ativ ative Secu Secur- itie ity Bene (Instr. fici | | |
| | Date Expira- Exer- tion cisable Date | Amount or Title Number of Shares | at E of Mont | | |

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SEC 1474 (3-99)

Explanation of Responses:

/S/ JOHN P. KELLY 8/20/01

**Signature of Reporting Person Date

JOHN P. KELLY

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).