

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 July 09, 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 *
 GREENHILL CAPITAL PARTNERS, LLC

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)
 300 PARK AVENUE, 23RD FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/05/2007

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Shareldr w/ Bd Representation

NEW YORK, NY 10022

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 | 07/05/2007 | | D | (A) or (D) V Amount 5,340,000 (1) (2) | \$ 5,298,328 (2) | D (2) | |
| | | | | | Price 35.3 | | |

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

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SEC 1474 (9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP SPV I, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |
| GCP SPV 2, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | | | Sharehldr w/ Bd Representation |

Signatures

| | |
|---|------------|
| /s/ Ulrika Ekman, Greenhill Capital Partners, LLC, By: Ulrika Ekman, General Counsel and Secretary | 07/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Ulrika Ekman, GCP SPV 1, LLC, By: GCP Managing Partner, L.P., as Manager of GCP SPV 1, LLC | 07/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Ulrika Ekman, By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner, L.P., By: Ulrika Ekman, General Counsel and Secretary | 07/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Ulrika Ekman, GCP SPV 2, LLC, By: GCP Managing Partner II, L.P., as Manager of GCP SPV 2, LLC | 07/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Ulrika Ekman, By: Greenhill Capital Partners, LLC, as General Partner of GCP Managing Partner II, L.P., By: Ulrika Ekman, General Counsel and Secretary | 07/09/2007 |
| __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).

This form is being filed by the following Reporting Persons: Greenhill Capital Partners LLC, GCP SPV 1, LLC and GCP SPV 2, LLC.

(1) Greenhill Capital Partners LLC is the general partner of each of GCP Managing Partner, L.P., which acts as the manager for GCP SPV 1, LLC and GCP Managing Partner II, L.P., which acts as the manager for GCP SPV 2, LLC.

Greenhill Capital Partners LLC sold 16,308 shares, GCP SPV 1, LLC sold 4,926,476 shares and GCP SPV 2 LLC sold 397,216 shares.

Following the reported transaction, Greenhill Capital Partners LLC owned 16,180 shares, GCP SPV 1, LLC owned 4,888,032 shares and GCP SPV 2, LLC owned 394,116 shares. GCP SPV 1, LLC and GCP SPV 2, LLC subsequently transferred all of the shares that they

(2) owned to their shareholders. Accordingly, GCP SPV 1, LLC and GCP SPV 2, LLC each own zero shares and Greenhill Capital Partners, L.P. owns 3,019,658 shares, Greenhill Capital Partners (Cayman), L.P. owns 447,067 shares, Greenhill Capital Partners (Executives),

L.P. owns 475,029 shares, Greenhill Capital, L.P. owns 946,278 shares, Greenhill Capital Partners II, L.P. owns 202,843 shares,

Greenhill Capital Partners (Cayman) II, L.P. owns 79,498 shares, Greenhill Capital Partners (Executives) II, L.P. owns 13,990 shares and

Greenhill Capital Partners (Employees) II, L.P. owns 97,785 shares.

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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