

CROWN CASTLE INTERNATIONAL CORP
Form FWP
June 29, 2007

Filed pursuant to Rule 433

Pricing Sheet dated June 28, 2007

Relating to Preliminary Prospectus Supplement dated June 27, 2007

Registration Statement No. 333-140452

CROWN CASTLE INTERNATIONAL CORP.

Pricing Sheet June 28, 2007

36,389,617 Shares of Common Stock

The following information, filed pursuant to Rule 433, supplements the Preliminary Prospectus Supplement dated

June 27, 2007, Registration Statement No. 333-140452

Issuer:	Crown Castle International Corp. (the Company)
Symbol:	NYSE/CCI
Price to public:	\$35.83 per share
Shares offered:	36,389,617 shares of common stock by selling stockholders of Crown Castle International Corp.
Common stock outstanding immediately after this offering (correction to page s-3 of the Preliminary Prospectus Supplement dated June 27, 2007):	284,632,422 shares
Selling Stockholder ownership post offering:	After giving effect to the sale by the selling stockholders, Fortress Investment Group LLC and its affiliated funds will not own any shares of common stock of the Company except that they may be deemed to beneficially own 2,464 shares of common stock of the Company held by Wesley R. Edens. Greenhill Capital Partners, LLC and certain of its affiliates will collectively own 5,298,328 shares of common stock of the Company and certain investment funds affiliated with Abrams Capital, LLC will collectively own 7,109,999 shares of common stock of the Company.
Trade date:	June 28, 2007
Closing date:	July 5, 2007
CUSIP:	228227104
Underwriters:	Morgan Stanley & Co. Incorporated Allen & Company LLC

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Banc of America Securities LLC

Crown Castle International Corp. has previously filed a registration statement (including a prospectus) on Form S-3 with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates, which registration statement was automatically effective on February 5, 2007. Before you invest, you should read the prospectus supplement to the prospectus in that registration statement and the other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, a copy of the prospectus relating to this offering may also be obtained by contacting Morgan Stanley & Co. Incorporated, Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, 866-718-1649, or by e-mail at prospectus@morganstanley.com.

ed to attribute to each other the "beneficial ownership" of securities held by any of them or by any persons or entities advised by FRI subsidiaries. (a) Amount Beneficially Owned: 1,674,500 (b) Percent of Class: 3.0% (c) Number of Shares as to which the person has: (i) Sole power to vote or to direct the vote Franklin Resources, Inc.: 0 Charles B. Johnson: 0 Rupert H. Johnson, Jr.: 0 Franklin Advisers, Inc.: 1,644,600 (ii) Shared power to vote or to direct the vote: 0 (iii) Sole power to dispose or to direct the disposition of Franklin Resources, Inc.: 0 Charles B. Johnson: 0 Rupert H. Johnson, Jr.: 0 Franklin Advisers, Inc.: 1,674,500 (iv) Shared power to dispose or to direct the disposition of: 0 Item 5. Ownership of Five Percent or Less of a Class If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]. Item 6. Ownership of More than Five Percent on Behalf of Another Person The clients of the Adviser Subsidiaries, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or power to direct the receipt of dividends from, as well as the proceeds from the sale of, such securities reported on in this statement. Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person Franklin Advisers, Inc. Item 3 classification: 3(e) (See also Item 4) Item 8. Identification and Classification of Members of the Group Not Applicable (See also Item 4) Item 9. Notice of Dissolution of Group Not Applicable Item 10. Certification By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect. This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report. After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Dated: February 09, 2005 Franklin Resources, Inc. Charles B. Johnson Rupert H. Johnson, Jr. Franklin Advisers, Inc. By: /s/BARBARA J. GREEN ----- Barbara J. Green Vice President, Deputy General Counsel, and Secretary of Franklin Resources, Inc. Attorney-in-Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G Attorney-in-Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G Secretary of Franklin Advisers, Inc. JOINT FILING AGREEMENT In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement and that such statement and all amendments to such statement are made on behalf of each of them. IN WITNESS WHEREOF, the undersigned hereby execute this agreement on February 09, 2005. Franklin Resources, Inc. Charles B. Johnson Rupert H. Johnson, Jr. Franklin Advisers, Inc. By: /s/BARBARA J. GREEN ----- Barbara J. Green Vice President, Deputy General Counsel, and Secretary of Franklin Resources, Inc. Attorney-in-Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G Attorney-in-Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G Secretary of Franklin Advisers, Inc. POWER OF ATTORNEY CHARLES B. JOHNSON hereby appoints BARBARA J. GREEN his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13G or 13D, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of his position as an officer, director or shareholder of Franklin Resources, Inc. and, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in- fact and agent, may lawfully do or cause to be done by virtue hereof. Date: 9-11-03 /s/Charles B. Johnson ----- Charles B. Johnson POWER OF ATTORNEY RUPERT H. JOHNSON hereby appoints BARBARA J. GREEN his true and lawful attorney- in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13G

or 13D, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of his position as an officer, director or shareholder of Franklin Resources, Inc. and, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in- fact and agent, may lawfully do or cause to be done by virtue hereof. Date: Sept 4, 2003 /s/Rupert H. Johnson, Jr. -----
Rupert H. Johnson