

SCULLY JOHN H

Form 4

May 02, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPO ADVISORY CORP

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)

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

04/28/2011

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

**591 REDWOOD HIGHWAY,
SUITE 3215**

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

MILL VALLEY, CA 94941

(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	04/28/2011		S	151,962	D \$ 44.22	30,050,220	I (1) (2) (3) (4) (5) (6) See Footnotes
Common Stock	04/29/2011		S	88,200	D \$ 43.24	29,964,820	I (1) (2) (3) (4) (5) (6) See Footnotes
Common Stock	05/02/2011		S	210,500	D \$ 42.51	29,760,720	I (1) (2) (3) (4) (5) (6) See Footnotes

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

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SEC 1474
(9-02)

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. 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 Repor Trans (Instr
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPO ADVISORY CORP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SF ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941		X		
SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SAN FRANCISCO PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		

MCDERMOTT EDWARD H
591 REDWOOD HIGHWAY , SUITE 3215 X
MILL VALLEY, CA 94941

PHOEBE SNOW FOUNDATION
591 REDWOOD HIGHWAY , SUITE 3215 X
MILL VALLEY, CA 94941

Signatures

Kim M. Silva,
Attorney-in-fact 05/02/2011

__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 entities disposing of these shares are SPO Partners II, L.P. ("SPO Partners"), which sold 418,662 shares, San Francisco Partners, L.P. ("SF Partners"), which sold 18,100 shares, John H. Scully ("JHS"), who sold 4,000 shares and Phoebe Snow Foundation ("PSF"), which sold 9,900 shares. As reported on Line 1 above, 151,962 shares of the Issuer's common stock were sold, ranging in price from \$43.87 - 44.45. Additionally, as reported on Line 2 above, 88,200 shares of the Issuer's common stock were sold, ranging in price from \$42.99 - 43.54. Additionally, as reported on Line 3 above, 210,500 shares of the Issuer's common stock were sold, ranging in price from \$42.40 - 43.02.
- (2) Following the transactions causing this filing, 28,527,120 shares of the Issuer's common stock are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS, William E. Oberndorf ("WEO") and Edward H. McDermott ("EHM"), the three controlling persons of SPO Corp. Additionally, following the transactions causing this filing, 1,233,600 shares of the Issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and EHM, the three controlling persons of SPO Corp.
- (3) Additionally, following the transactions causing this filing, PSF owns 675,300 shares of the Issuer's common stock. Additionally, following the transactions causing this filing, 273,300 shares of the Issuer's common stock are held in the JHS Individual Retirement Account, which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 282,377 shares of the Issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"). Additionally, 230,800 shares of the Issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as general partner of Netcong Newton Partners, L.P. ("Netcong").
- (4) Additionally, WEO beneficially owns 979,800 shares of the Issuer's common stock held in the WEO individual retirement account, which is self-directed, and may be deemed to indirectly beneficially own (i) 350,000 shares of the Issuer's common stock solely in his capacity as sole general partner of Oberndorf Family Partners, (ii) 50,000 shares of the Issuer's common stock solely in his capacity as trustee of his two children's accounts, and (iii) 450,000 shares of the Issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust"), a trust for the benefit of himself and his wife. Additionally, 18,000 shares of the Issuer's common stock are owned directly by Betty Jane Weimer ("BJW").
- (5) Additionally, EHM beneficially owns 2,400 shares of the Issuer's common stock held in the EHM individual retirement account, which is self-directed. Additionally, 10,000 shares of the Issuer's common stock are owned directly by EHM.
- (6) A portion of the shares sold in the transactions causing this filing represent shares that are matchable under Section 16(b) of the Securities Exchange Act of 1934. The matchable shares represent less than 0.01% of the outstanding shares held by the reporting persons and are matchable as a result of an internal restructuring that amounted to an indirect purchase. A reporting person included in the filing is disgorgeing the deemed profits from these transactions to the Issuer from the sale of these shares.

Remarks:

The persons listed in the Notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in

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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