CROWN CASTLE INTERNATIONAL CORP
Form 4
July 06, 2007

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDENS WESLEY R

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CROWN CASTLE INTERNATIONAL CORP [CCI]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 83,125 | D (1) (2) | |
| Common Stock | 07/05/2007 | | S | | 4,747,993 | D | $ 35.3 | 0 | I | by FIT GSL LLC (2) (3) (4) |
| Common Stock | 07/05/2007 | | S | | 19,333,718 | D | $ 35.3 | 0 | I | by FRIT PINN LLC (2) (4) (5) |
| Common Stock | 07/05/2007 | | S | | 652,968 | D | $ 35.3 | 0 | I | by Fortress Registered |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | Investment Trust (2) (4) (6) |
| Common Stock | 07/05/2007 | | S | 5,183,415 | D | $ 35.3 | 0 | I | by Fortress Pinnacle Investment Fund LLC (2) (4) (7) |
| Common Stock | 07/05/2007 | | S | 501,523 | D | $ 35.3 | 0 | I | by FRIT Holdings LLC (2) (4) (8) |
| Common Stock | | | | | | | 273,317 | I | by Partners Interim Holdings LLC (9) |

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)**

| 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 Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | 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<br>1345 AVENUE OF THE AMERICAS, 46TH FLOOR | X | X | | |

NEW YORK, NY 10105

# Signatures

| /s/ Wesley R. Edens | 07/06/2007 |
|---|---|
| **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). |
| (1) | 2,646 of the reported shares were granted to Wesley R. Edens, a director of Crown Castle International Corp. ("CCI"), pursuant to CCI's 2004 Stock Incentive Plan as a component of non-employee director compensation. Pursuant to arrangements in place between each of Fortress Registered Investment Trust ("FRIT") and Fortress Investment Trust II ("FIT II"), on the one hand, and Mr. Edens, on the other hand, FRIT and FIT II may be deemed beneficial owners of 2000 and 464 of these reported shares, respectively. |
| (2) | Mr. Edens may be deemed to beneficially own the shares listed as beneficially owned by Fortress or any affiliate thereof. 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. |
| (3) | FIT Holdings LLC ("FITH") is the sole managing member of FIT GSL LLC. FIT II is the sole managing member of FITH. FIT II is majority owned by Fortress Investment Fund II LLC ("FIF II"). Fortress Fund MM II LLC ("FF MM II") is the sole managing member of FIF II. FIG LLC is the sole managing member of FF MM II. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress Investment Group LLC ("Fortress"). |
| (4) | On June 28, 2007, (i) FRIT PINN LLC, FRITH, FRIT, Fortress Pinnacle Investment Fund LLC, and FIT GSL LLC (collectively, the "Selling Shareholders") and certain other selling shareholders named therein, (ii) Morgan Stanley & Co. Incorporated, Allen & Company LLC, and Banc of America Securities LLC, (as representatives for the underwriters named therein, collectively, the "Underwriters") and (iii) Crown Castle International Corp. entered into an Underwriting Agreement (the "Underwriting Agreement") pursuant to which the Selling Shareholders agreed to sell an aggregate of 30,419,617 shares of Common Stock to the Underwriters at $35.30 per share. As a result of the sale by the Selling Shareholders pursuant to the Underwriting Agreement, which was completed on July 5, 2007, the reporting persons and Selling Shareholders beneficially own less than one percent of Common Stock of the Issuer. |
| (5) | FRIT Holdings LLC ("FRITH") is the sole managing member of FRIT PINN LLC. FRIT is the sole managing member of FRITH. FRIT is wholly-owned by Fortress Investment Fund LLC ("FIF"). Fortress Fund MM LLC ("FF MM") is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress. |
| (6) | FRIT is wholly-owned by FIF. FF MM is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress. |
| (7) | FIG Advisors LLC ("FIGA") is the investment advisor of Fortress Pinnacle Investment Fund LLC. FIG LLC is the sole managing member of FIGA. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress. |
| (8) | FRIT is the sole managing member of FRITH. FRIT is wholly-owned by FIF. FF MM is the sole managing member of FIF. FIG LLC is the sole managing member of FF MM. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I. FIG Corp. is a wholly-owned subsidiary of Fortress. |
| (9) | WRE Personal Holdings LLC may be deemed to beneficially own the shares reported as beneficially owned by Partners Interim 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. |

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