CROWN CASTLE INTERNATIONAL CORP
Form 4
June 18, 2008

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 *
SPO ADVISORY CORP

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	06/16/2008		S		3,900	D	$ 42.02	36,850,863 (1) (2) (3) (4) (5)	I	See footnotes
Common Stock	06/16/2008		S		3,298	D	$ 42.03	36,847,565	I	See footnotes
Common Stock	06/16/2008		S		15,800	D	$ 42.04	36,831,765	I	See footnotes
Common Stock	06/16/2008		S		6,769	D	$ 42.05	36,824,996	I	See footnotes
Common Stock	06/16/2008		S		21,100	D	$ 42.06	36,803,896	I	See footnotes

Common Stock	06/16/2008	S	1,500	D	$ 42.07	36,802,396	I	See footnotes
Common Stock	06/16/2008	S	27,200	D	$ 42.08	36,775,196	I	See footnotes
Common Stock	06/16/2008	S	1,300	D	$ 42.09	36,773,896	I	See footnotes
Common Stock	06/16/2008	S	4,400	D	$ 42.1	36,769,496	I	See footnotes
Common Stock	06/16/2008	S	2,198	D	$ 42.11	36,767,298	I	See footnotes
Common Stock	06/16/2008	S	3,133	D	$ 42.12	36,764,165	I	See footnotes
Common Stock	06/16/2008	S	19,091	D	$ 42.13	36,745,074	I	See footnotes
Common Stock	06/16/2008	S	19,674	D	$ 42.14	36,725,400	I	See footnotes
Common Stock	06/16/2008	S	3,647	D	$ 42.15	36,721,753	I	See footnotes
Common Stock	06/16/2008	S	4,700	D	$ 42.16	36,717,053	I	See footnotes
Common Stock	06/16/2008	S	4,290	D	$ 42.17	36,712,763	I	See footnotes
Common Stock	06/17/2008	S	1,700	D	$ 42.1	36,711,063	I	See footnotes
Common Stock	06/17/2008	S	2,300	D	$ 42.11	36,708,763	I	See footnotes
Common Stock	06/17/2008	S	4,500	D	$ 42.12	36,704,263	I	See footnotes
Common Stock	06/17/2008	S	3,000	D	$ 42.13	36,701,263	I	See footnotes
Common Stock	06/17/2008	S	4,100	D	$ 42.14	36,697,163	I	See footnotes
Common Stock	06/17/2008	S	1,800	D	$ 42.15	36,695,363	I	See footnotes
Common Stock	06/17/2008	S	2,289	D	$ 42.16	36,693,074	I	See footnotes
Common Stock	06/17/2008	S	3,400	D	$ 42.17	36,689,674	I	See footnotes
Common Stock	06/17/2008	S	300	D	$ 42.18	36,689,374	I	See footnotes
	06/17/2008	S	800	D		36,688,574	I	

Common Stock					$ 42.19			See footnotes
Common Stock	06/17/2008	S	200	D	$ 42.21	36,688,374	I	See footnotes
Common Stock	06/17/2008	S	300	D	$ 42.25	36,688,074	I	See footnotes
Common Stock	06/17/2008	S	5,100	D	$ 42.35	36,682,974	I	See footnotes
Common Stock	06/17/2008	S	4,600	D	$ 42.36	36,678,374	I	See footnotes

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

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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
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		
		X		

SF ADVISORY PARTNERS LP
591 REDWOOD HIGHWAY , SUITE 3215
MILL VALLEY, CA 94941

SPO PARTNERS II LP
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

SAN FRANCISCO PARTNERS II LP
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

SCULLY JOHN H
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

OBERNDORF WILLIAM E
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

PATTERSON WILLIAM J
591 REDWOOD HIGHWAY, SUITE 3215 X
MILL VALLEY, CA 94941

Signatures

Kim M. Silva,
Attorney-in-fact 06/18/2008

**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 entity disposing of these shares is San Francisco Partners II, L.P. ("SF Partners"), which sold 257,000 shares.

(2) As a result of the sales causing this filing, 35,237,663 shares of the issuer's common stock are owned directly by SPO Partners II, L.P. ("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) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. Additionally, 1,360,100 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 & WJP, the three controlling persons of SPO Corp.

(3) Additionally, 289,200 shares of the issuer's common stock are held in the("JHS") Individual Retirement Account (Rollover), which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 339,800 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"), the general partner of Cranberry Lake Partners, L.P. ("CLP") Additionally, 662,400 shares of the issuer's common stock are owned directly by the JHS Trust and may be deemed to be indirectly beneficially owned by JHS, solely in his capacity as sole trustee for the 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 the trustee for the JHS Trust, a general partner of Netcong Newton Partners, L.P. ("Netcong").

(4) Additionally, WEO beneficially owns 1,025,000 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 father of children who share his household, 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.

(5) Additionally, as a result of the sales causing this filing, 13,500 shares of the issuer's common stock are owned directly by WJP in his individual retirement account, which is self-directed.

Remarks:
Form 1 of 3.

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

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