

SCULLY JOHN H
Form 4
February 28, 2007

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

OMB APPROVAL

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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 *
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)
591 REDWOOD HIGHWAY,
SUITE 3215,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2007

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

MILL VALLEY, CA 94941

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common stock | 02/26/2007 | | P | | \$ 11,000 34.85 | I | See footnotes 1-6 |
| Common stock | 02/26/2007 | | P | | \$ 5,700 34.86 | I | See footnotes 1-6 |
| Common stock | 02/26/2007 | | P | | \$ 3,800 34.87 | I | See footnotes 1-6 |
| Common | 02/26/2007 | | P | | \$ 4,000 | I | See |

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| | | | | | | | | |
|-----------------|------------|---|---------|---|-------------|--|------------|-------------------------|
| stock | | | | | 34.88 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> | | footnotes 1-6 |
| Common stock | 02/26/2007 | P | 10,200 | A | \$ 34.89 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,702,063 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 106,000 | A | \$ 34.9 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,808,063 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 2,800 | A | \$ 34.91 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,810,863 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 1,560 | A | \$ 34.92 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,812,423 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 1,600 | A | \$ 34.93 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,814,023 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 133,400 | A | \$ 34.94 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,947,423 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 3,500 | A | \$ 34.95 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,950,923 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 1,400 | A | \$ 34.96 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,952,323 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 2,900 | A | \$ 34.97 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,955,223 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 1,900 | A | \$ 34.98 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,957,123 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 5,400 | A | \$ 34.99 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,962,523 | See footnotes 1-6 |
| Common stock | 02/26/2007 | P | 1,200 | A | \$ 35 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,963,723 | See footnotes 1-6 |
| Common stock | 02/27/2007 | P | 6,510 | A | \$ 33.34 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,970,233 | See footnotes 1-6 |
| Common stock | 02/27/2007 | P | 1,010 | A | \$ 33.39 | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> I | 33,971,243 | See footnotes 1-6 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--|-------------------|
| Common stock | 02/27/2007 | P | 8,105 | A | \$ 33.55 | 33,979,348 (1) (2) (3) (4) (5) I (6) | See footnotes 1-6 |
| Common stock | 02/27/2007 | P | 300 | A | \$ 34.4 | 33,979,648 (1) (2) (3) (4) (5) I (6) | See footnotes 1-6 |
| Common stock | 02/27/2007 | P | 660 | A | \$ 34.67 | 33,980,308 (1) (2) (3) (4) (5) I (6) | See footnotes 1-6 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | | |
| PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |
| NETCONG NEWTON PARTNERS 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | | X | | |

| | |
|--|---|
| SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | X |
| Elizabeth R. & William J. Patterson Foundation 591 REDWOOD HIGHWAY SUITE 3215 MILL VALLEY, CA 94941 | X |
| PATTERSON WILLIAM J 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | X |
| MCDERMOTT EDWARD H 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | X |
| YUEN MICHAEL B 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941 | X |
| WEINBERG ELI J 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | X |
| Markov George 591 REDWOOD HIGHWAY SUITE 3215 MILL VALLEY, CA 94941 | X |

Signatures

Kim M. Silva , Attorney
in fact

02/28/2007

 **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) The entities and individuals acquiring these shares are the Phoebe Snow Foundation ("PSF"), Netcong Newton Partners, L.P. ("Netcong"), the Elizabeth R. & William J. Patterson Foundation ("WJPFND"), Edward H. McDermott ("EHM"), Michael B. Yuen ("MBY"), Lavanya Ashok ("LA"), George Markov ("GM"), and Eli J. Weinberg ("EJW"). Of the issuer's common stock, PSF bought 300,000 shares, Netcong bought 80,000 shares, WJPFND bought 30,000 shares, EHM bought 7,000 shares, MBY bought 15,625 shares, LA bought 460 shares, GM bought 300 shares and EJW bought 660 shares.
- 230,800 shares of the issuer's common stock may be deemed to be indirectly beneficially owned by John H. Scully ("JHS") solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"), a general partner of Netcong. 1,195,800 shares of the issuer's common stock are owned directly by PSF, and may be deemed to be indirectly beneficially owned by JHS, the controlling person, sole director and executive officer of PSF. 30,000 shares of the issuer's common stock are owned directly by WJPFND, and may be deemed to be indirectly beneficially owned by William J. Patterson ("WJP") solely in his capacity as one of the directors of WJPFND. 12,500 shares of the issuer's common stock are owned directly by EHM; 80,625 shares are owned directly by MBY; 960 shares of the issuer's common stock are owned directly by EJW; 460 shares of the issuer's common stock are owned directly by LA; 300 shares of the issuer's common stock are owned directly by GM.
- (3) Additionally, 26,827,663 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) JHS, William E. Oberndorf ("WEO") and WJP, the three controlling persons of SPO Corp. Additionally, 1,947,300 shares of the issuer's common stock are owned

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directly by San Francisco Partners II, L.P. ("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 WJP, the three controlling persons of SPO Corp.

- (4) Additionally, 317,800 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 (i) 339,800 shares of the issuer's common stock solely in his capacity as the trustee for the 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.

- (5) Additionally, WEO may be deemed to indirectly beneficially own 350,000 shares of the issuer's common stock solely in his capacity as a trustee for WEO Trust for the benefit of himself and his wife. 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) 400,000 shares of the issuer's common stock solely in his capacity as one of the directors of the Oberndorf Foundation.

- (6) Additionally, Kurt C. Mobley ("KCM") directly owns 50,000 shares of the issuer's common stock and holds 30,000 shares of the issuer's common stock in the KCM individual retirement account, which is self directed, and may be deemed to indirectly beneficially own and holds 20,000 shares of the issuer's common stock in his capacity as the sole general partner of Cannonball Creek L.P., a family partnership. Additionally 15,000 shares of the issuer's common stock are owned directly by WJP; 18,000 shares of the issuer's common stock are owned directly by Betty Jane Weimer; 14,900 shares of the issuer's common stock are owned directly by Brian Scully; and 11,000 shares of the issuer's common stock are owned directly by Vincent Scully.

Remarks:

Form 2 of 2.

The persons listed in Notes (1),(2),(3),(4),(5) and (6) above (each a "Reporting Person") may be deemed to form a "group", as

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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