

CROWN CASTLE INTERNATIONAL CORP
 Form 3
 July 29, 2002

FORM 3

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) Holding Company Act of 1935 or Section 30(f) of the Investment Company Act

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol
Ferenbach	Carl		7/18/02	Crown Castle International
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Own --- Officer --- Other --- (give title below) --- (speci below)
c/o Bershire Partners LLC One Boston, Place, Suite 3300 ----- (Street)				
Boston	Massachusetts	02108		
(City)	(State)	(Zip)		TABLE 1 -- NON-DERIVATIVE SECURITI

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)
Common Stock	12,739,264	I
Common Stock	606,636	I
Common Stock	105,656	D
12 3/4% Senior Exchangeable Preferred Stock	42,199.41125	I

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 12 3/4% Senior Exchangeable Preferred Stock 2,009.26375 I

(1) Mr. Ferenbach is a managing member of Fifth Berkshire Associates LLC, the sole general partner of Fifth Berkshire Associates Partnership, which directly beneficially owns the 12,739,264 shares of Common Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(2) Mr. Ferenbach is a managing member of Berkshire Investors, LLC, which directly beneficially owns the 12 3/4% Senior Exchangeable Preferred Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) Mr. Ferenbach is a managing member of Fifth Berkshire Associates LLC, the sole general partner of Fifth Berkshire Associates Partnership, which directly beneficially owns the 42,199.41125 shares of 12 3/4% Senior Exchangeable Preferred Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(4) Mr. Ferenbach is a managing member of Berkshire Investors, LLC, which directly beneficially owns the 12 3/4% Senior Exchangeable Preferred Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 *If the form is filed by more than one reporting person, see Instruction 5(b)(v).

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/ Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Con- ver- sion or Exercise Price of Deri- vative Security	5.
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	Date Exercis- able	Expira- tion Date	Title	Amount or Number of Shares	
6.25% Cumulative Convertible Preferred Stock	Immed.	N/A	Common Stock	1,760,246.78	\$36.875 (1)
6.25% Cumulative Convertible Preferred Stock	Immed.	N/A	Common Stock	83,821.02	\$36.875 (1)

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Explanation of Responses:

(1) The conversion price is currently \$36.875, but is subject to adjustment pursuant to the Certificate of Preferences, and Relative, Participating, Optional and other Special Rights of Preferred Stock and Restrictions thereof of 6.25% Cumulative Convertible Preferred Stock.

(2) Mr. Ferenbach is a managing member of Fifth Berkshire Associates LLC, the sole general partner of Fifth Berkshire Partnership, which directly beneficially owns 1,298,182 shares of 6.25% Cumulative Convertible Preferred Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) Mr. Ferenbach is a managing member of Berkshire Investors LLC, which directly beneficially owns 1,298,182 shares of 6.25% Cumulative Convertible Preferred Stock. Mr. Ferenbach disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/ Carl Ferenbach

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Respondent

Note: File three copies of this Form, one of which must be manually signed.
If space provided is sufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.