

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 February 22, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Kelley Philip M

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)
 1220 AUGUSTA DR, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Corp Dev & Strategy

HOUSTON, TX 77057

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Amount | Price | | |
| Common Stock, \$0.01 Par Value | 02/19/2017 | | M | 6,026 | A | \$ 0 | 101,036 | D |
| Common Stock, \$0.01 Par Value | 02/19/2017 | | M | 1,205 | A | \$ 0 | 102,241 | D |
| Common Stock, \$0.01 Par Value | 02/19/2017 | | M | 1,262 | A | \$ 0 | 103,503 | D |

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| | | | | | | | | |
|--------------------------------|------------|---|-----------------------------|---|----------|--------------------|---|----------------|
| Common Stock, \$0.01 Par Value | 02/19/2017 | M | 1,669 | A | \$ 0 | 105,172 | D | |
| Common Stock, \$0.01 Par Value | 02/19/2017 | F | <u>2,813</u> ⁽¹⁾ | D | \$ 89.23 | 102,359 | D | |
| Common Stock, \$0.01 Par Value | | | | | | 657 ⁽²⁾ | I | by 401(K) Plan |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance RSUs | <u>(3)</u> | 02/19/2017 | | M | 6,026 | <u>(4)</u> <u>(4)</u> | Common Stock | 6,026 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 1,205 | <u>(5)</u> <u>(5)</u> | Common Stock | 1,205 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 1,262 | <u>(6)</u> <u>(6)</u> | Common Stock | 1,262 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 1,669 | <u>(7)</u> <u>(7)</u> | Common Stock | 1,669 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

