

Kelley Philip M
Form 4
February 21, 2019

FORM 4

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

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

**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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(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)

HOUSTON, TX 77057

(City)

(State)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

____ Director

☒ Officer (give title below)

Senior VP, Corp Dev & Strategy

____ 10% Owner

____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Common Stock, \$0.01 Par Value	02/19/2019		M	12,074 A \$ 0	114,708	D	
Common Stock, \$0.01 Par Value	02/19/2019		M	1,670 A \$ 0	116,378	D	
Common Stock, \$0.01 Par Value	02/19/2019		M	1,934 A \$ 0	118,312	D	

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Common Stock, \$0.01 Par Value	02/19/2019	M	1,747	A	\$ 0	120,059	D	
Common Stock, \$0.01 Par Value	02/19/2019	F	<u>5,634</u> (1)	D	\$ 120.13	114,425	D	
Common Stock, \$0.01 Par Value						977 <u>(2)</u>	I	by 401(K) Plan

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance RSUs	<u>(3)</u>	02/19/2019		M	12,074	<u>(4)</u> <u>(4)</u>	Common Stock 12,074
Time RSUs	<u>(3)</u>	02/19/2019		M	1,670	<u>(5)</u> <u>(5)</u>	Common Stock 1,670
Time RSUs	<u>(3)</u>	02/19/2019		M	1,934	<u>(6)</u> <u>(6)</u>	Common Stock 1,934
Time RSUs	<u>(3)</u>	02/19/2019		M	1,747	<u>(7)</u> <u>(7)</u>	Common Stock 1,747

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kelley Philip M
1220 AUGUSTA DR
SUITE 600
HOUSTON, TX 77057

Senior VP, Corp Dev & Strategy

Signatures

/s/ Philip M.
Kelley

02/21/2019

__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).

Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of
(1) certain Restricted Stock Units ("RSUs") previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).

(2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

Each RSU is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent right to receive one share of
(3) common stock and vesting (i.e., forfeiture restriction termination) generally is subject to (i) the reporting person remaining an employee or director of the Company or its affiliates and (ii) the other criteria described in the footnotes below.

12,074 Performance RSUs vested on February 19, 2019, based upon the Company's total stockholder return performance ranking relative
(4) to a peer group of companies approved by the Company's board of directors for the three year period ended February 18, 2019. The remainder of the original Performance RSUs granted in February 2016 did not vest on February 19, 2019 and were forfeited.

(5) These Time RSUs were previously granted on February 18, 2016. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2017, 2018 and 2019.

(6) These Time RSUs were previously granted on February 16, 2017. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2018, 2019 and 2020.

(7) These Time RSUs were previously granted on February 21, 2018. 33 1/3% of the original grant amount of these Time RSUs vests on February 19 of each of 2019, 2020 and 2021.

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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