Young James D Form 4 February 22, 2010

## FORM 4

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

Check this box if no longer subject to Section 16.

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*Young James D

2. Issuer Name and Ticker or Trading Symbol CROWN CASTLE 5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

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response...

Estimated average

burden hours per

(Last) (First) (Middle)

(Street)

INTERNATIONAL CORP [CCI]

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

(Check all applicable)

1220 AUGUSTA, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year) 02/18/2010

below) below)
Chief Operating Officer

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting
Person

HOUSTON, TX 77057

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securi Transaction(A) or D Code (Instr. 3, (Instr. 8)		* '		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock, \$0.01 par value	02/18/2010		A	16,696 (1)	A	\$ 0	363,417	D			
Common Stock, \$0.01 par value	02/18/2010		A	52,733 (2) (3)	A	\$ 0	416,150	D			
Common Stock, \$0.01 par value	02/19/2010		F	3,907 ( <u>4)</u>	D	\$ 38.62	412,243	D			

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

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**SEC 1474** (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	<ol><li>Date Exerc</li></ol>	cisable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	er Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)	]
	Derivative				Securities		(Instr. 3 and 4)			(	
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
							Expiration		Number		
							Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Young James D 1220 AUGUSTA **SUITE 500** HOUSTON, TX 77057

**Chief Operating Officer** 

#### **Signatures**

/s/ James D. 02/22/2010 Young

\*\*Signature of Date

Reporting Person

### **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).
- The stock is restricted stock issued pursuant to the Company's 2004 Stock Incentive Plan, and 33 1/3% of the restricted stock generally vests (i.e., the transfer and forfeiture restrictions terminate) on February 19 of each of 2011, 2012 and 2013.

The shares represent restricted stock issued under the Company's 2004 Stock Incentive Plan. The terms of such restricted stock provide for 0% to 100% of the shares to vest (i.e., the transfer and forfeiture restrictions terminate) on February 19, 2013 based upon the

(2) Company's common stock highest average per share price for 20 consecutive trading days between August 24, 2012 and February 19, 2013 ("Highest Average Price"). The percentage of shares vesting being equal to 25%, 50% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$44.56, \$51.23 or \$66.51, respectively. (footnote continues at footnote 3)

Reporting Owners 2

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(footnote 2 continued) If the Highest Average Price is between \$44.56 and \$51.23, then an additional amount up to 25% shall vest on a prorata basis (approximately 3.75% per \$1.00 increase in the Highest Average Price above \$44.56). If the Highest Average Price is between \$51.23 and \$66.51, then an additional amount up to 50% shall vest on a prorata basis (approximately 3.27% per \$1.00 increase).

- between \$51.23 and \$66.51, then an additional amount up to 50% shall vest on a prorata basis (approximately 3.27% per \$1.00 increase in the Highest Average Price above \$51.23). If the stock price is at or above \$44.56 per share as of February 19, 2013 and remains at or above for 20 consecutive trading days, then a minimum of 25% of the shares of restricted stock shall vest. Any shares of such restricted stock that do not vest as described in the preceding sentence will generally be forfeited.
- Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of certain shares of restricted stock previously granted to the Reporting Person. Such withholding is exempt from Section 16(b) pursuant to Rule 16b-3(e).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *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.