

SCULLY JOHN H
Form 4
January 31, 2012

FORM 4

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

OMB APPROVAL

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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

(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

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2012

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

(Street)
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
X 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)
				Code V Amount (D) Price			
Common Stock	01/27/2012		S	1,652,000 D \$ 48.42	25,094,120	I (1) (2) (3) (4) (5)	See Footnotes
Common Stock	01/30/2012		S	102,500 D \$ 48.27	24,998,220	I (1) (2) (3) (4) (5)	See Footnotes

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

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SEC 1474 (9-02)

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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 Owned Following Reporting Transaction (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		
SPO ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SF ADVISORY PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SPO PARTNERS II LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SAN FRANCISCO PARTNERS LP 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
SCULLY JOHN H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
OBERNDORF WILLIAM E 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		
MCDERMOTT EDWARD H 591 REDWOOD HIGHWAY, SUITE 3215 MILL VALLEY, CA 94941		X		

PHOEBE SNOW FOUNDATION
591 REDWOOD HIGHWAY , SUITE 3215
MILL VALLEY, CA 94941

X

Signatures

Kim M. Silva,
Attorney-in-fact

01/31/2012

**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 disposing of these shares are SPO Partners II, L.P. ("SPO Partners"), which sold 1,573,500 shares, San Francisco Partners, L.P. ("SF Partners"), which sold 68,100 shares, John H. Scully ("JHS"), who sold 15,100 shares, William E. Oberndorf ("WEO"), who sold 60,400 shares, Edward H. McDermott ("EHM"), who sold 100 shares and Phoebe Snow Foundation ("PSF"), which sold 37,300 shares. As reported on Line 1 above, 1,652,000 shares of the Issuer's common stock were sold, ranging in price from \$48.33-48.64. Additionally, as reported on Line 2 above, 102,500 shares of the Issuer's common stock were sold, ranging in price from \$48.09-48.43.

(2) Following the transactions causing this filing, 23,962,120 shares of the Issuer's common stock are owned directly by 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, WEO and EHM, the three controlling persons of SPO Corp. Additionally, following the transactions causing this filing, 1,036,100 shares of the Issuer's common stock are owned directly by 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 EHM, the three controlling persons of SPO Corp.

(3) Additionally, following the transactions causing this filing, Phoebe Snow Foundation ("PSF") owns 567,200 shares of the Issuer's common stock. Additionally, following the transactions causing this filing, 229,500 shares of the Issuer's common stock are held in the JHS Individual Retirement Account, which is self-directed. Additionally, JHS may be deemed to indirectly beneficially own 215,877 shares of the Issuer's common stock solely in his capacity as the trustee for the John H. Scully Living Trust dated October 1, 2003 ("JHS Trust"). Additionally, 230,800 shares of the Issuer's common stock may be deemed to be indirectly beneficially owned by JHS solely in his capacity as a general partner of Netcong Newton Partners, L.P. ("Netcong").

(4) Additionally, WEO beneficially owns 919,400 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, L.P. (ii) 50,000 shares of the Issuer's common stock solely in his capacity as trustee of his two children's accounts, and (iii) 450,000 shares of the Issuer's common stock solely in his capacity as a trustee for the William E. & Susan C. Oberndorf Trust ("WEO Trust"), a trust for the benefit of himself and his wife. Additionally, 18,000 shares of the Issuer's common stock are owned directly by Betty Jane Weimer ("BJW").

(5) Additionally, EHM beneficially owns 2,000 shares of the Issuer's common stock held in the EHM individual retirement account, which is self-directed. Additionally, 10,000 shares of the Issuer's common stock are owned directly by EHM.

Remarks:

The individuals and entities listed in the notes above (each a "Reporting Person") may be deemed to form a "group", as such to

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