

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 February 23, 2016

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 *
 Brown Jay A.

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)
 02/19/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, CFO & Treasurer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 Par Value | 02/19/2016 | | M | | 3,202 | A | \$ 0 |
| Common Stock, \$0.01 Par Value | 02/19/2016 | | M | | 3,131 | A | \$ 0 |
| Common Stock, \$0.01 Par Value | 02/19/2016 | | F | | 15,103 <u>(1)</u> | D | \$ 86.02 |

| | | | | | | | | |
|--------------------------------|------------|---|----------------------|---|------|---------|-----|------------------|
| Common Stock, \$0.01 Par Value | 02/19/2016 | D | <u>13,630</u> (2) | D | \$ 0 | 144,532 | D | |
| Common Stock, \$0.01 Par Value | | | | | | 8,321 | (3) | I by 401(K) Plan |
| Common Stock, \$0.01 Par Value | | | | | | 2,000 | | I by Spouse |

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.

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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 or Derivative Security (Instr. 3) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Time RSUs | (4) | 02/19/2016 | | M | 3,202 (5) | (6) | (6) | Common Stock | 3,202 | \$ 0 |
| Time RSUs | (4) | 02/19/2016 | | M | 3,131 (5) | (7) | (7) | Common Stock | 3,131 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Jay A. 1220 AUGUSTA DR SUITE 600 | | | Sr. VP, CFO & Treasurer | |

HOUSTON, TX 77057

Signatures

/s/ Jay A. Brown

02/23/2016

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) Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting (i.e., applicable transfer and forfeiture restriction termination) of certain shares of restricted stock and 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 the forfeiture and termination of the portion of the shares of performance restricted stock issued in 2013 which did not vest as a result of the applicable performance conditions not achieving the level required for the vesting of all 43,938 shares of 2013 performance restricted stock originally granted.
 - (3) 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 common stock, and vesting 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.
 - (5) 33 1/3 % of the original grant amount of these Time RSUs vested on February 19, 2016.
 - (6) These Time RSUs were previously granted on February 20, 2014. 33 1/3% of the original grant amount of these Time RSUs vests on February 19 of each of 2015, 2016 and 2017.
 - (7) These Time RSUs were previously granted on February 12, 2015. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2016, 2017 and 2018.

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.