

MORELAND W BENJAMIN
Form 4
February 14, 2011

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 *
MORELAND W BENJAMIN

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, SUITE 500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2011

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President & CEO

HOUSTON, TX 77057

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock \$0.01 Par Value	02/10/2011		A	28,356 (1)	A \$ 0 884,922	D	
Common Stock \$0.01 Par Value	02/10/2011		A	86,806 (2) (3)	A \$ 0 971,728	D	

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
MORELAND W BENJAMIN 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057	President & CEO

Signatures

/s/ W. Benjamin
Moreland 02/11/2011

__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 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 2012, 2013 and 2014.

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, 2014 based upon the highest average closing price per share of the Company's common stock for 20 consecutive trading days during the period commencing August 24, 2013 and ending on (and including) February 19, 2014 ("Highest Average Price"). The percentage of shares vesting being equal to 33 1/3%, 66 2/3% or 100% of the number of shares of restricted stock granted if the Highest Average Price is \$52.51, \$60.37 or \$68.99, respectively. (footnote continues at footnote 3)

- (2) (footnote 2 continued) If the Highest Average Price is between \$52.51 and \$60.37, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 4.24% per \$1.00 increase in the Highest Average Price above \$52.51). If the Highest Average Price is between \$60.37 and \$68.99, then an additional amount up to 33 1/3% shall vest on a prorata basis (approximately 3.87% per \$1.00 increase in the Highest Average Price above \$60.37). If the stock price is at or above \$52.51 per share as of February 19, 2014 and remains at or above for 20 consecutive trading days, then a minimum of 33 1/3% 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.

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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