

CROWN CASTLE INTERNATIONAL CORP
 Form 4
 February 22, 2017

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 *
 Kavanagh Michael Joseph

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 DRIVE SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP & Chief Commercial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock \$0.01 Par Value | 02/19/2017 | | M | 5,343 A | \$ 0 22,945 | D | |
| Common Stock \$0.01 Par Value | 02/19/2017 | | M | 1,069 A | \$ 0 24,014 | D | |
| Common Stock \$0.01 Par | 02/19/2017 | | M | 959 A | \$ 0 24,973 | D | |

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| | | | | | | | | |
|-------------------------------|------------|---|-----------------------------|---|----------|--------------------|---|-----------|
| Value | | | | | | | | |
| Common Stock \$0.01 Par Value | 02/19/2017 | M | 1,005 | A | \$ 0 | 25,978 | D | |
| Common Stock \$0.01 Par Value | 02/19/2017 | F | <u>2,324</u> ⁽¹⁾ | D | \$ 89.23 | 23,654 | D | |
| Common Stock \$0.01 Par Value | | | | | | 513 ⁽²⁾ | I | By 401(k) |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance RSUs | <u>(3)</u> | 02/19/2017 | | M | 5,343 | <u>(4)</u> <u>(4)</u> | Common Stock | 5,343 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 1,069 | <u>(5)</u> <u>(5)</u> | Common Stock | 1,069 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 959 | <u>(6)</u> <u>(6)</u> | Common Stock | 959 |
| Time RSUs | <u>(3)</u> | 02/19/2017 | | M | 1,005 | <u>(7)</u> <u>(7)</u> | Common Stock | 1,005 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kavanagh Michael Joseph 1220 AUGUSTA DRIVE SUITE 600 HOUSTON, TX 77057 | | | SVP & Chief Commercial Officer | |

Signatures

/s/ Michael Joseph
Kavanagh

02/22/2017

**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.

5,343 Performance RSUs vested on February 19, 2017, 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 ending December 31, 2016. The remainder of the original Performance RSUs granted in February 2014 did not vest on February 19, 2017 and were forfeited.

(5) These Time RSUs were previously granted on February 20, 2014. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2015, 2016 and 2017.

(6) These Time RSUs were previously granted on February 12, 2015. 33 1/3% of the original grant amount of these Time RSUs vests on February 19 of each of 2016, 2017 and 2018.

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

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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