

PHOEBE SNOW FOUNDATION
Form 4
December 21, 2009

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 *
PHOEBE SNOW FOUNDATION

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2009

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See Footnote 1

591 REDWOOD HIGHWAY ,
SUITE 3215

(Street)

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

MILL VALLEY, CA 94941

(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 | 12/17/2009 | | S ⁽¹⁾ | 75,000 | D | \$ 36.82 | 611,100 ⁽²⁾ D |
| Common Stock | 12/18/2009 | | S ⁽¹⁾ | 50,000 | D | \$ 38.18 | 561,100 ⁽²⁾ D |
| Common Stock | 12/21/2009 | | S ⁽¹⁾ | 20,000 | D | \$ 38.83 | 541,100 ⁽²⁾ 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941 | | | | See Footnote 1 |

Signatures

Kim M. Silva,
Attorney-in-fact
Date: 12/21/2009

**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 entity making these transactions is Phoebe Snow Foundation (the "Reporting Person"). The Reporting Person may be deemed to be part of a "group" as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, which is a 10% owner.
- The Reporting Person directly sold 75,000 shares on 12/17/09, as reported in Line 1 above, ranging in price from \$36.64 - 36.97. Additionally, the Reporting Person directly sold 50,000 shares, as reported in Line 2 above, ranging in price from \$38.15 - \$38.23.
- (2) Additionally, the Reporting Person directly sold 20,000 shares, as reported in Line 3 above, ranging in price from \$38.80 - \$38.88 (full detailed information regarding the shares sold at each price will be provided upon request). Following the transactions causing this filing, the Reporting Person owns 541,100 of the issuer's common stock.

Remarks:

This filing shall not be deemed as an admission by the Reporting Person that such person is, for purposes of Section 16 of the 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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