

CROWN CASTLE INTERNATIONAL CORP

Form 4

February 24, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p>1. Name and Address of Reporting Person*</p> <p>Ferenbach, Carl</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>c/o Berkshire Partners LLC One Boston Place, Suite 3300</p> <hr/> <p><i>(Street)</i></p> <p>Boston, MA 02108</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Crown Castle International Corp. (CCI)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>February 24, 2003</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>_____</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>_____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
			Code V	Amount	(A) or (D) Price		
Common Stock	2/20/03		A	10,000(1)	A	15,959,879	I (2)
Common Stock						105,656	D
12 3/4% Senior Exchangeable Preferred Stock						47,068.00	I (2)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code V	(A)	(D)

6.25% Cumulative
 Convertible
 Preferred Stock

Options to Purchase
 Common Stock

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				1,360,000	I (2)
				25,000	I (3)

Explanation of Responses:

(1) These shares were issued as a component of the compensation to independent directors of the Issuer. In order to facilitate the Reporting Person's fulfillment of certain contractual obligations with Berkshire Partners LLC, the shares were issued directly to Berkshire Partners LLC rather than to the Reporting Person. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest.

(2) The shares are beneficially owned by or through certain affiliated investment entities. The Reporting Person disclaims beneficial ownership of any shares except to the extent of his pecuniary interest.

(3) These options were issued as a component of the compensation to independent directors of the Issuer. In order to facilitate the Reporting Person's fulfillment of certain contractual obligations with Berkshire Partners LLC, the options were issued directly to Berkshire Partners LLC rather than to the Reporting Person. The Reporting Person disclaims beneficial ownership of such options except to the extent of his pecuniary interest.

/s/ Carl Ferenbach

February 24, 2003

**Signature of Reporting Person

Date

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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