

KELLY JOHN P  
 Form 4  
 January 08, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>Kelly, John P.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>510 Bering Drive Suite 500</b></p> <hr/> <p>(Street)</p> <p><b>Houston, TX 77057</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Crown Castle International Corp. CCI</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>01/07/2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b>Chief Executive Officer &amp; President</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

**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/D	Price			
<b>Common Stock, \$0.01 Par Value</b>	<b>01/07/03</b>		<b>A</b>		<b>600,000(1)</b>	<b>A</b>		<b>661,010</b>	<b>D</b>	

**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 Deri-	3. Transaction Date (Month/	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (ED)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Na
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	Acquired (Month/Day/Year) (A) or Disposed Of (D)  (Instr. 3, 4 and 5)	Following Reported Transaction(s) (Instr.4)	Beneficial Securities: Direct (D) or Indirect (I)  (Instr.4)						
				Code	V	A	D	DE	ED

**Explanation of Responses:**

(1) The stock is restricted stock issued pursuant to the Company's 2001 Stock Incentive Plan and vests in the largest aggregate number of shares pursuant to either (i) Time Vesting or (ii) Performance Vesting. The restricted stock vests over time at 10%, 15%, 20%, 25% and 30%, respectively, on each November 14 for the years 2003 through 2007 ("Time Vesting"). If and when the Company's common stock closes at or above per share target prices of \$5.54, \$8.30 and \$12.45 for 20 consecutive trading days, 33% of the restricted stock performance vests ("Performance Vesting").

**By:**  
/s/ John P. Kelly

01/07/03

\*\* Signature of Reporting Person  
Date

SEC 1474 (9-02)

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).  
 \*\* 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.  
 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.