

Brown Jay A.
Form 4
February 25, 2019

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 *
Brown Jay A.

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 DR, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Time RSUs	(1)	02/21/2019	A	25,804			(2)	(2)			Common Stock	25,804
Performance RSUs	(1)	02/21/2019	A	27,618			(3)	(3)			Common Stock	27,618
Performance RSUs.	(1)	02/21/2019	A	49,043			(4)	(4)			Common Stock	49,043

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Jay A. 1220 AUGUSTA DR SUITE 600 HOUSTON, TX 77057	X		President and CEO	

Signatures

/s/ Jay A. Brown 02/25/2019
 **Signature of Date
 Reporting Person

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).
- Each Restricted Stock Unit ("RSU") is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent
- (1) right to receive one share of 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.
 - (2) 33 1/3% of the Time RSUs vest on February 19 of each of 2020, 2021 and 2022.
- 0% to 150% of these Relative TSR Performance RSUs may vest on February 19, 2022 based on the Company's annualized total stockholder return ("TSR") performance ranking ("TSR Rank") relative to the constituent companies of the Standard & Poor's 500 Index for the three-year period ending December 31, 2021. The percentage of Relative TSR Performance RSUs that may vest will be (a) 0% if the TSR Rank is below the 30th percentile; (b) 50% if the TSR Rank is at the 30th percentile; (c) 100% if the TSR Rank is at the 55th percentile; and (d) 150% if the TSR Rank is at the 90th percentile or greater. If the TSR Rank is between the 30th and 55th percentiles or between the 55th and 90th percentiles, the percentage of Relative TSR Performance RSUs that may vest is determined using linear interpolation.
- 0% to 150% of these Absolute TSR Performance RSUs may vest on February 19, 2022 based on the Company's annualized TSR for the three-year period ending December 31, 2021. The percentage of Absolute TSR Performance RSUs that may vest will be (a) 0% if TSR is below 6.5%; (b) 50% if TSR is 6.5%; (c) 100% if TSR is 11.5%; and (d) 150% if TSR is 16.5% or greater. If TSR is between 6.5% and 11.5% or between 11.5% and 16.5%, the percentage of Absolute TSR Performance RSUs that may vest is determined using linear interpolation.

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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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