

CROWN CASTLE INTERNATIONAL CORP
 Form 3
 January 30, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Abrams Capital Partners II, L.P. | | | (Month/Day/Year) | CROWN CASTLE INTERNATIONAL CORP [CCI] | |
| (Last) | (First) | (Middle) | 01/20/2007 | | |
| 222 BERKELEY STREET, 22ND FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| BOSTON,Â MAÂ 02116 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) s-h w/board representation | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 576,081 <u>(1)</u> | D <u>(2) (8)</u> <u>(11) (12)</u> | Â |
| Common Stock | 5,892,969 <u>(1)</u> | D <u>(3) (8)</u> <u>(11) (12)</u> | Â |
| Common Stock | 1,442,379 <u>(1)</u> | D <u>(4) (8)</u> <u>(11) (12)</u> | Â |
| Common Stock | 508,051 <u>(1)</u> | D <u>(5) (9)</u> <u>(11) (12)</u> | Â |
| Common Stock | 2,076,552 <u>(1)</u> | D <u>(6) (10)</u> <u>(11) (12)</u> | Â |
| Common Stock | 53,613 <u>(1)</u> | D <u>(7) (11)</u> <u>(12)</u> | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Abrams Capital Partners II, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | Â | Â | Â | s-h w/board representation |
| Abrams Capital Partners I, L.P. 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | Â | Â | Â | s-h w/board representation |
| Whitecrest Partners, LP 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | Â | Â | Â | s-h w/board representation |
| Great Hollow International, L.P. P.O. BOX 309GT, SOUTH CHURCH STREET GEORGETOWN, E9 XXXXX-XXXX | Â | Â | Â | s-h w/board representation |
| Riva Capital Partners L P 222 BERKELEY ST 22ND FL BOSTON, MA 02116 | Â | Â | Â | s-h w/board representation |
| 222 Partners, LLC 222 BERKELEY STREET, 22ND FLOOR BOSTON, MA 02116 | Â | Â | Â | s-h w/board representation |

Signatures

/s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of
Abrams Capital Partners I, L.P.

01/30/2007

**Signature of Reporting Person

Date

/s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of
Abrams Capital Partners II, L.P.

01/30/2007

| __Signature of Reporting Person | Date |
|---|------------|
| /s/ David Abrams, the Managing Member of Abrams Capital, LLC, the General Partner of Whitecrest Partners, L.P. | 01/30/2007 |
| __Signature of Reporting Person | Date |
| /s/ David Abrams, the Managing Member of Great Hollow Partners LLC, the General Partner of Great Hollow International, L.P. | 01/30/2007 |
| __Signature of Reporting Person | Date |
| /s/ David Abrams, the Managing Member of Riva Capital Management LLC, the General Partner of Riva Capital Partners, L.P. | 01/30/2007 |
| __Signature of Reporting Person | Date |
| /s/ David Abrams, the Managing Member of 222 Partners, LLC | 01/30/2007 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Pursuant to a Stock Purchase Agreement, dated as of January 19, 2006, among the Issuer, the reporting persons and other parties, on January 26, 2007 the Issuer purchased an aggregate of 2,809,646 shares of the Issuer's common stock from the reporting persons for an aggregate of approximately \$95,167,935. This report reflects holdings prior to the consummation of such transactions.
 - (2) These shares are owned by Abrams Capital Partners I, LP.
 - (3) These shares are owned by Abrams Capital Partners II, LP.
 - (4) These shares are owned by Whitecrest Partners, LP.
 - (5) These shares are owned by Great Hollow International, LP.
 - (6) These shares are owned by Riva Capital Partners, LP.
 - (7) These shares are owned by 222 Partners, LLC.
 - (8) Abrams Capital, LLC ("Abrams Capital") is the general partner of Abrams Capital Partners I, LP, Abrams Capital Partners II, LP and Whitecrest Partners, LP. Pamet Capital Management L.P. ("Pamet L.P.") is the investment adviser of Abrams Capital Partners I, LP, Abrams Capital Partners II, LP and Whitecrest Partners, LP.
 - (9) Great Hollow Partners LLC ("Great Hollow LLC") is the general partner of Great Hollow Partners International, L.P. ("Great Hollow International"), and Pamet L.P. is the investment adviser of Great Hollow International.
 - (10) Riva Capital Management, LLC ("Riva LLC") is the general partner of Riva Capital Partners, L.P. ("Riva L.P."), and Abrams Capital Management LLC is the investment adviser of Riva L.P.
 - (11) Pamet Capital, LLC ("Pamet LLC") is the general partner of Pamet L.P. David Abrams is the managing member of Abrams Capital, Pamet LLC, Great Hollow LLC, Riva LLC and 222 Partners LLC. Abrams Capital, Pamet L.P., Pamet LLC, Great Hollow LLC, Riva LLC and Mr. Abrams may be deemed to have voting and investment power over shares owned by the reporting persons with respect to which they serve as investment adviser or general partner or to the extent that they exercise control over an entity acting in such capacity. The shares disclosed in the table as being beneficially owned by the reporting persons are also included in a separate report as being beneficially owned by Mr. Abrams.
 - (12) Each of Abrams Capital, Pamet L.P., Pamet LLC and Mr. Abrams and each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.