KELLY JOHN P Form 4/A August 28, 2001

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	/	OMB APPROVAL /				
	, , , ,	OMB Number: 3235-0287 / Expires: December 31, 2001 / Estimated average burden / hours per response 0.5 /				
++   FORM 4		AND EXCHANGE COMMISSION				
++ [_] Check this box if no longer subject		WASHINGTON, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP				
to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	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(f) of the Investment Company Act of 1940					
(Print or Type Responses	)					
1. Name and Address of	 Reporting Person*					
KELLY	JOHN	Р.				
(Last)	(First)	(Middle)				
c/o	CROWN CASTLE INTERNATIONA 510 BERING, SUITE 500					
	(Street)					
HOUSTON	TEXAS	77057				
(City)	(State)	(Zip)				
2. Issuer Name and Tick		OWN CASTLE INTERNATIONAL CORP.				
(voluntary)	n Number of Reporting Pers	son, if an entity				
4. Statement for Month/						
5. If Amendment, Date o	f Original (Month/Year) 1					

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 $_{\rm X}$  Director  $_{\rm X}$  Officer  $_{\rm M}$  10% Owner  $_{\rm M}$  Other

(give title below)  Chief Executive Officer and President				(specify below)				
7. Individual or Jo  _X Form filed  Form filed	by One Report	ing (Check	ı					
Table INon-Derivat	cive Securitie	s Acquired	l, Dis	sposed of, or	Beneficia	lly Owned		
of Security (Instr. 3)	action Date (Month/	action Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		)	5. Amount of Securities Beneficiall Owned at End of	
		Code	V		(A) or (D)	Price	Month (Instr. 3 a	
Common Stock \$0.01 Par Value							21,010	

Explanation of Responses:

(1) Due to a clerical error, on August 22, 2001, the reporting person filed a Form 4 reporting the acquisition of 21,000 shares of common stock of the issuer. The actual number of shares of common stock acquired was 20,000.

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 person, see Instruction 4(b)(v)

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.

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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	(Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)
			Code V
<pre>Table IIDerivative Securities   (e.g., puts, calls, warrants,</pre>			y Owned
6.	 Date Exer-	7. Title and Amount of	8. Price 9. Numb

cisable and Underlying Securities of

of De

Expiration Date (Month/Day/ Year)		(Instr. 3 and 4)			Deriv- ative Secur- ity (Instr.	ative Secur ities Bene- ficia
Date Exer- cisable	tion Date	Title	Amount Number Shares	or of	5)	Owned at En of Month (Inst

#### Explanation of Responses:

/s/ JOHN P. KELLY 08/27/01

\*\*Signature of Reporting Person Date
JOHN P. KELLY

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

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