

Kavanagh Michael Joseph  
Form 4  
February 21, 2018

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kavanagh Michael Joseph

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 DRIVE SUITE  
600

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & Chief Commercial Officer

(Street)  
HOUSTON, TX 77057

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                        |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock<br>\$0.01 Par<br>Value | 02/19/2018                              |                                                             | M                                       |                                                                     | 8,102                                                                                                              | A                                                                    | \$ 0 30,996                                                       |
| Common<br>Stock<br>\$0.01 Par<br>Value | 02/19/2018                              |                                                             | M                                       |                                                                     | 959                                                                                                                | A                                                                    | \$ 0 31,955                                                       |
| Common<br>Stock<br>\$0.01 Par          | 02/19/2018                              |                                                             | M                                       |                                                                     | 1,005                                                                                                              | A                                                                    | \$ 0 32,960                                                       |

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Value

Common  
Stock  
\$0.01 Par  
Value

02/19/2018

M

1,289

A

\$ 0

34,249

D

Common  
Stock  
\$0.01 Par  
Value

02/19/2018

F

3,692  
(1)

D

\$  
109.12

30,557

D

Common  
Stock  
\$0.01 Par  
Value

650 (2)

I

By 401(k)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. D<br>S<br>(I    |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Performance<br>RSUs                                 | (3)                                                                   | 02/19/2018                              |                                                             | M                                       |                                                                                                                 | 8,102                                                          |     | (4)                                                                 | (4)                | Common<br>Stock | 8,102                                  |
| Time RSUs                                           | (3)                                                                   | 02/19/2018                              |                                                             | M                                       |                                                                                                                 | 959                                                            |     | (5)                                                                 | (5)                | Common<br>Stock | 959                                    |
| Time RSUs                                           | (3)                                                                   | 02/19/2018                              |                                                             | M                                       |                                                                                                                 | 1,005                                                          |     | (6)                                                                 | (6)                | Common<br>Stock | 1,005                                  |
| Time RSUs                                           | (3)                                                                   | 02/19/2018                              |                                                             | M                                       |                                                                                                                 | 1,289                                                          |     | (7)                                                                 | (7)                | Common<br>Stock | 1,289                                  |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |                                |       |
|------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                              | Director      | 10% Owner | Officer                        | Other |
| Kavanagh Michael Joseph<br>1220 AUGUSTA DRIVE SUITE 600<br>HOUSTON, TX 77057 |               |           | SVP & Chief Commercial Officer |       |

## Signatures

/s/ Michael Joseph  
Kavanagh

02/21/2018

\_\_Signature of Reporting Person

Date

## 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).

Represents shares withheld by the issuer to satisfy the Reporting Person's tax withholding obligation in connection with the vesting of  
(1) certain shares of restricted stock and certain Restricted Stock Units ("RSUs") previously granted to the Reporting Person. Such withholding is exempt from Section 16 (b) pursuant to Rule 16b-3(e).

(2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).

Each Restricted Stock Unit ("RSU") is issued pursuant to the Company's 2013 Long-Term Incentive Plan and represents a contingent  
(3) 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.

8,102 Performance RSUs vested on February 19, 2018, based upon the Company's total stockholder return performance ranking relative  
(4) to a peer group of companies approved by the Company's board of directors for the three year period ending February 12, 2018. The remainder of the original Performance RSUs granted in February 2015 did not vest on February 19, 2018 and were forfeited.

(5) These Time RSUs were previously granted on February 12, 2015. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2016, 2017 and 2018.

(6) These Time RSUs were previously granted on February 18, 2016. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2017, 2018 and 2019.

(7) These Time RSUs were previously granted on February 16, 2017. 33 1/3% of the original grant amount of these Time RSUs vest on February 19 of each of 2018, 2019 and 2020.

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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