

PHOEBE SNOW FOUNDATION

Form 4

December 21, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PHOEBE SNOW FOUNDATION

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)
591 REDWOOD HIGHWAY ,
SUITE 3215

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Footnote 1

(Street)
MILL VALLEY, CA 94941

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 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) or (D)	Price			
Common Stock	12/17/2009		S ⁽¹⁾		75,000	D	\$ 36.82	611,100 ⁽²⁾	D	
Common Stock	12/18/2009		S ⁽¹⁾		50,000	D	\$ 38.18	561,100 ⁽²⁾	D	
Common Stock	12/21/2009		S ⁽¹⁾		20,000	D	\$ 38.83	541,100 ⁽²⁾	D	

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

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SEC 1474
(9-02)

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director10% OwnerOfficerOther
PHOEBE SNOW FOUNDATION 591 REDWOOD HIGHWAY , SUITE 3215 MILL VALLEY, CA 94941	See Footnote 1

Signatures

Kim M. Silva,
Attorney-in-fact12/21/2009

Signature of Reporting PersonDate

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).
- (1) The entity making these transactions is Phoebe Snow Foundation (the "Reporting Person"). The Reporting Person may be deemed to be part of a "group" as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, which is a 10% owner.
The Reporting Person directly sold 75,000 shares on 12/17/09, as reported in Line 1 above, ranging in price from \$36.64 - 36.97. Additionally, the Reporting Person directly sold 50,000 shares, as reported in Line 2 above, ranging in price from \$38.15 - \$38.23.
- (2) Additionally, the Reporting Person directly sold 20,000 shares, as reported in Line 3 above, ranging in price from \$38.80 - \$38.88 (full detailed information regarding the shares sold at each price will be provided upon request). Following the transactions causing this filing, the Reporting Person owns 541,100 of the issuer's common stock.

Remarks:

This filing shall not be deemed as an admission by the Reporting Person that such person is, for purposes of Section 16 of the
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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