CROWN CASTLE INTERNATIONAL CORP
Form 4/A
October 25, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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1. Name and Address of Reporting Person*

Ferenbach, Carl

(Last) (First) (Middle)

c/o Berkshire Partners LLC
One Boston Place, Suite 3300

(Street)

Boston, MA, 02108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Crown Castle International Corp. (CCI)

3. I.R.S. Identification Number of Reporting Person, if an entity *(voluntary)*

4. Statement for Month/Day/Year

September 10, 2002

5. If Amendment, Date of Original *(Month/Day/Year)*

September 10, 2002

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

x Director o 10% Owner

o Officer *(give title below)*

o Other *(specify below)*

7. Individual or Joint/Group Filing *(Check Applicable Line)*

x Form Filed by One Reporting Person

o Form Filed by More than One Reporting Person

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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	8/19/02		P	58,886	A	$1.75		I	(1)
Common Stock	8/19/02		P	3,114	A	$1.75		I	(1)
Common Stock	8/20/02		P	237,443	A	$1.7481360158		I	(1)
Common Stock	8/20/02		P	12,557	A	$1.7481360158		I	(1)
Common Stock	8/21/02		P	474,886	A	$1.75		I	(1)
Common Stock	8/21/02		P	25,114	A	$1.75		I	(1)
Common Stock	8/26/02		P	23,744	A	$2.05		I	(1)
Common Stock	8/26/02		P	1,256	A	$2.05		I	(1)
Common Stock	8/28/02		P	115,017	A	$2.10		I	(1)
Common Stock	8/28/02		P	6,083	A	$2.10	14,733,748	I	(1)
Common Stock							105,656	D	
12 3/4% Senior Exchangeable Preferred Stock							44,208.675	I	(1)

(1) The shares are beneficially owned by or through certain affiliated investment entities. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

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)*	
				Code	V	(A)	(D)
6.25% Cumulative Convertible Preferred Stock							

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

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 Beneficially Owned Following Reported Transaction(s) *(Instr. 4)*	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month *(Instr. 4)*	11. Nature of Indirect Beneficial Ownership *(Instr. 4)*
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					1,360,000	I	(1)

Explanation of Responses:

(1) The shares are beneficially owned by or through certain affiliated investment entities. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

-s- Carl Ferenbach	October 25, 2002
**Signature of Reporting Person	Date

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

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