

CROWN CASTLE INTERNATIONAL CORP
Form SC 13G/A
February 14, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Crown Castle International Corp.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

228227104
(CUSIP Number)

December 31, 2012
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

SPO Partners II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)
3. SEC Use Only
4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8,930,449(1)

6. Shared Voting Power

0

7. Sole Dispositive Power

8,930,449(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,930,449

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.1%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SPO Advisory Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 8,930,449(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each 0

7. Sole Dispositive Power

Reporting

Person 8,930,449(1)(2)

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,930,449

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.1%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

San Francisco Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 357,800(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 357,800(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

357,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SF Advisory Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 357,800(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

Reporting Person

With: 357,800(1)(2)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

357,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

(PN)

(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.

(2) Power is exercised through its sole general partner, SPO Advisory Corp.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

SPO Advisory Corp.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 9,288,249(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 9,288,249(1)(2)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,288,249

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.2%

12. Type of Reporting Person (See Instructions)

(CO)

(1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 8,930,449 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 357,800 of such shares.

(2) Power is exercised through its two controlling persons, John H. Scully and Edward H. McDermott.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

John H. Scully

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 503,777(1)

6. Shared Voting Power

Beneficially Owned by 9,519,049(2)

7. Sole Dispositive Power

Each Reporting Person 503,777(1)

8. Shared Dispositive Power

With:

9,519,049(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,022,826

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.4%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 125,377 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for the John H. Scully Living Trust, dated 10/1/03; 82,200 shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed; and 296,200 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.

(2) Of these shares, 9,288,249 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of two controlling persons of SPO Advisory Corp., and 230,800 shares may be

deemed to be beneficially owned by Mr. Scully solely in his capacity as the trustee for the John H. Scully Living Trust, dated 10/1/03 which is one of the general partners of Netcong Newton Partners, L.P.

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CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edward H. McDermott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 11,100(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 9,288,249(2)

7. Sole Dispositive Power

Reporting Person With: 11,100(1)

8. Shared Dispositive Power

9,288,249(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,299,349

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.2%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 1,100 shares are held in Mr. McDermott's Individual Retirement Accounts, which are self-directed, and 10,000 shares are held in Mr. McDermott's individual account.

(2) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of two controlling persons of SPO Advisory Corp.

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

The John H. Scully Living Trust, dated 10/1/03

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 125,377(1)

6. Shared Voting Power

Beneficially Owned by Each 230,800(2)

7. Sole Dispositive Power

Reporting Person 125,377(1)

8. Shared Dispositive Power

230,800(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

356,177

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

(OO)

(1) Power is exercised through its trustee, John H. Scully.

(2) These shares may be deemed to be beneficially owned by the John H. Scully Living Trust, dated 10/1/03 solely in its capacity as one of the general partners of Netcong Newton Partners, L.P.

CUSIP No. 228227104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Phoebe Snow Foundation, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 296,200(1)

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person 296,200(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

296,200(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

(CO)

(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Netcong Newton Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

Number of Shares 230,800(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 230,800(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

230,800

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.1%

12. Type of Reporting Person (See Instructions)

(PN)

** Denotes less than

(1) Power is exercised through one of its general partners, the John H. Scully Living Trust, dated 10/1/03.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Eli J. Weinberg

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 960

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person

8. Shared Dispositive Power

With: 0

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

960

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.1%

12. Type of Reporting Person (See Instructions)

(IN)

** Denotes less than.

CUSIP No. 228227104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Kurt C. Mobley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power

Number of Shares 48,120(1)

6. Shared Voting Power

Beneficially Owned by 0

7. Sole Dispositive Power

Each Reporting Person 48,120(1)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

48,120

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

**0.1%

12. Type of Reporting Person (See Instructions)

(IN)

** Denotes less than.

(1) Includes 18,120 shares beneficially owned in his capacity as the sole general partner of Cannonball Creek, L.P., a family partnership and 30,000 shares held in his individual retirement account.

This Amendment No. 2 (the "Amendment") amends the Schedule 13G (the "Original 13G") filed with the Securities and Exchange Commission ("SEC") on May 11, 2011 and as amended January 31, 2012. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13G, as amended.

Item 1. (a) Name of Issuer

Crown Castle International Corp.

(b) Address of Issuer's Principal Executive Offices

1220 Augusta Drive, Suite 500
Houston, Texas 77057-2261

Item 2. (a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), Edward H. McDermott ("EHM"), the John H. Scully Living Trust, dated 10/1/03 ("JHS Trust"), Phoebe Snow Foundation, Inc., a California corporation ("PS Foundation"), Netcong Newton Partners, L.P., a California limited partnership ("NNP"), Eli J. Weinberg ("EJW") and Kurt C. Mobley ("KCM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., JHS, EHM, JHS Trust, PS Foundation, NNP, EJW and KCM are sometimes hereinafter referred to as the "Reporting Persons."

The Original 13G, as amended, listed William E. Oberndorf ("WEO"), the William and Susan Oberndorf Trust, dated 10/19/98 (the "Oberndorf Trust"), Oberndorf Family Partners, L.P., a California limited partnership ("OFP"), Bill & Susan Oberndorf Foundation, a California corporation (the "Oberndorf Foundation") and Betty J. Weimer ("BJW") as "Reporting Persons." As of March 31, 2012, WEO was no longer a controlling person of SPO Advisory Corp. As a result, WEO, the Oberndorf Trust, OFP, the Oberndorf Foundation and BJW are no longer "Reporting Persons" for all purposes under this Amendment and the Original 13G.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), Address of Principal Business Office or, if None, Residence; Citizenship of Reporting
(c) Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

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The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of EHM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EHM is a citizen of the United States of America.

The principal business address of the JHS Trust is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS Trust is a living trust, established for the benefit of JHS. Certain information with respect to JHS, the trustee for the JHS Trust, is set forth above.

The principal business address of PS Foundation is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. PS Foundation is a California corporation.

The principal business address of NNP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. NNP is a California limited partnership.

The principal business address of EJW is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EJW is a citizen of the United States of America.

The principal business address of KCM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. KCM is a citizen of the United States of America.

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(d) Title of Class of Securities
Common Stock, par value \$0.01 per share.

(e) CUSIP Number:
228227104

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item
4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reporting Persons	(b) Percent of Class	(a) Beneficially Owned	(c)(i) Common Shares Voting Power		(c)(iii) Disposition Power		(c)(iv)
			Sole	Shared	Sole	Shared	
SPO Partners II, L.P.	3.1%	8,930,449	8,930,449	0	8,930,449	0	
SPO Advisory Partners, L.P.	3.1%	8,930,449	8,930,449	0	8,930,449	0	
San Francisco Partners , L.P.	0.1%	357,800	357,800	0	357,800	0	
SF Advisory Partners, L.P.	0.1%	357,800	357,800	0	357,800	0	
SPO Advisory Corp.	3.2%	9,288,249	9,288,249	0	9,288,249	0	
John H. Scully	3.4%	10,022,826	503,777	9,519,049	503,777		9,519,049
Edward H. McDermott	3.2%	9,299,349	11,100		11,100		9,288,249
John H. Scully Living Trust, dated 10/1/03	0.1%	356,177	125,377	230,800	125,377	230,800	
Phoebe Snow Foundation, Inc.	0.1%	296,200	296,200	0	296,200	0	
Netcong Newton Partners, L.P.	**0.1%	230,800	230,800	0	230,800	0	
Eli J. Weinberg	**0.1%	960	960	0	960	0	
Kurt C. Mobley	**0.1%	48,120	48,120	0	48,120	0	

** Denotes less than

Item

5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item

6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item

7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item

8. Identification and Classification of Members of the Group.

Not Applicable.

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Item

9. Notice of Dissolution of Group.

Not Applicable.

Item

10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1)

SPO Advisory Partners, L.P. (1)

San Francisco Partners, L.P. (1)

SF Advisory Partners, L.P. (1)

SPO Advisory Corp. (1)

John H. Scully (1)

Edward H. McDermott (1)

The John H. Scully Living Trust, dated 10/1/03 (1)

Phoebe Snow Foundation, Inc. (1)

Netcong Newton Partners, L.P. (1)

Eli J. Weinberg (1)

Kurt C. Mobley (1)

- (1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

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EXHIBIT INDEX

Exhibit	Document Description
A	Agreement Pursuant to Rule 13d-1(k)
B	Power of Attorney (previously filed)

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