

CROWN CASTLE INTERNATIONAL CORP

Form 4

September 13, 2002

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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**

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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| <p>1. Name and Address of Reporting Person*</p> <p>Ferenbach, Carl</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>c/o Berkshire Partners LLC One Boston Place, Suite 3300</p> <hr/> <p><i>(Street)</i></p> <p>Boston, MA 02108</p> <hr/> <p><i>(City) (State) (Zip)</i></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Crown Castle International Corp. (CCI)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>September 13, 2002</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <hr/> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>_____</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p>_____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p> |
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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 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) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 9/11/02 | | P | 111,485 A \$2.49751366 | 15,258,848 | I | (1) |
| Common Stock | 9/11/02 | | P | 13,440 A \$2.4975089 | 15,258,848 | I | (2) |
| Common Stock | 9//11/02 | | P | 121,575 A \$2.49751322 | 15,258,848 | I | (3) |
| Common Stock | 9/12/02 | | P | 103,616 A \$2.49929731 | 15,258,848 | I | (1) |
| Common Stock | 9/12/02 | | P | 12,492 A \$2.4992972 | 15,258,848 | I | (2) |
| Common Stock | 9/12/02 | | P | 112,992 A \$2.49929721 | 15,258,848 | I | (3) |
| Common Stock | 9/13/02 | | P | 11,080 A \$2.468 | 15,258,848 | I | (1) |
| Common Stock | 9/13/02 | | P | 1,335 A \$2.468 | 15,258,848 | I | (2) |
| Common Stock | 9/13/02 | | P | 12,085 A \$2.468 | 15,258,848 | I | (3) |

(1) By Fifth Berkshire Associates LLC. The Reporting Person is a managing member of Fifth Berkshire Associates LLC, the sole general partner of Berkshire Fund V, Limited Partnership (Fund V). The transaction reported represents a an open-market purchase by Fund V. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(2) By Berkshire Investors LLC (Berkshire Investors). The Reporting Person is a managing member of Berkshire Investors. The transaction reported represents an open-market purchase by Berkshire Investors. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) By Sixth Berkshire Associates LLC. The Reporting Person is a managing member of Sixth Berkshire Associates LLC, the sole general partner of Berkshire Fund VI, Limited Partnership (Fund VI). The transaction reported represents an open-market purchase by Fund VI. The Reporting Person disclaims any 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 <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | | |
|------------------------------------------------------|--------------------------------------------------------|------------------------------------------------|--------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------------------------------|--------|-----|
| | | | | | Code V | (A) | (D) |
| Options to Purchase Common Stock | \$3.28 | 9/12/02 | | A | | 25,000 | |
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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 <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i> | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> | | |
|--------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------|---|-----|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Immed. | 7/18/12 | Common Stock | 25,000 | N/A | 25,000 | I | (1) |
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Explanation of Responses:

(1) These options were issued as a component of the compensation to independent directors of the Issuer. The reporting person serves as a director on behalf of Berkshire Partners LLC. As a result, the options reported were issued to Berkshire Partners LLC rather than the Reporting Person, and the Reporting Person disclaims any beneficial ownership of such options

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|---------------------------------|---------|
| /s/ Carl Ferenbach | 9/13/02 |
| **Signature of Reporting Person | Date |

** 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.
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