

CROWN CASTLE INTERNATIONAL CORP
Form SC 13G/A
January 31, 2012

OMB APPROVAL
OMB
Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response . . . 10.4

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Crown Castle International Corp.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

228227104
(CUSIP Number)

January 27, 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 23,962,120(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 23,962,120(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,962,120

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

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

8.4%

12. Type of Reporting Person (See Instructions)

(PN)

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

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 23,962,120(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each 0

7. Sole Dispositive Power

Reporting

Person 23,962,120(1)(2)

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,962,120

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

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

8.4%

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 Beneficially Owned by Each Reporting Person With: 1,036,100(1)

6. Shared Voting Power

0

7. Sole Dispositive Power

1,036,100(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,036,100

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

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

0.4%

12. Type of Reporting Person (See Instructions)

(PN)

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

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 Beneficially Owned by Each Reporting Person With: 1,036,100(1)(2)

6. Shared Voting Power

0

7. Sole Dispositive Power

1,036,100(1)(2)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,036,100

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

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

0.4%

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 24,998,220(1)(2)

6. Shared Voting Power

Beneficially

Owned by Each 0

7. Sole Dispositive Power

Reporting

Person 24,998,220(1)(2)

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

24,998,220

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

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

8.8%

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 23,962,120 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 1,036,100 of such shares.

(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf 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 1,012,577(1)

6. Shared Voting Power

Beneficially Owned by 25,229,020(2)

7. Sole Dispositive Power

Reporting Person 1,012,577(1)

8. Shared Dispositive Power

With:

25,229,020(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,241,597

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

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

9.2%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 215,877 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; 229,500 shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed; and 567,200 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, 24,998,220 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three 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).

William E. Oberndorf

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 1,319,400(1)

6. Shared Voting Power

Beneficially Owned by 25,453,220(2)

7. Sole Dispositive Power

Each Reporting Person 1,319,400(1)

8. Shared Dispositive Power

With:

25,453,220(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,772,620

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

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

9.4%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 919,400 shares are held in Mr. Oberndorf's Individual Retirement Account, which is self-directed; 350,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, L.P., a family partnership; and 50,000 shares are owned by Mr. Oberndorf solely in his capacity as trustee for the account of his children.

(2) Of these shares, 24,998,220 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp; 450,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William

and Susan Oberndorf Trust, dated 10/19/98; and 5,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a controlling person of Bill & Susan Oberndorf Foundation, a family foundation.

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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 12,000(1)

6. Shared Voting Power

Beneficially

Owned by 24,998,220(2)

7. Sole Dispositive Power

Each Reporting

Person 12,000(1)

With: 8. Shared Dispositive Power

24,998,220(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

25,010,220

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

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

8.8%

12. Type of Reporting Person (See Instructions)

(IN)

(1) Of these shares, 2,000 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 three 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 215,877(1)

6. Shared Voting Power

Beneficially Owned by Each 230,800(2)

7. Sole Dispositive Power

Reporting Person 215,877(1)

8. Shared Dispositive Power

With:

230,800(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

446,677

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

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

0.2%

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 567,200(1)

6. Shared Voting Power

Beneficially

Owned by Each Reporting Person 0

7. Sole Dispositive Power

With: 567,200(1)

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

567,200(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)

0.2%

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