

CROWN CASTLE INTERNATIONAL CORP
Form SC 13D/A
December 30, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 7)*

Crown Castle International Corp.

(Name of issuer)

Common Stock, \$.01 par value
(Title of class of securities)

228227104
(CUSIP number)

SPO Partners & Co.

591 Redwood Highway, Suite 3215

Mill Valley, California 94941

(415) 383-6600

Edgar Filing: CROWN CASTLE INTERNATIONAL CORP - Form SC 13D/A

with a copy to:

Alison S. Ressler

Sullivan & Cromwell LLP

1888 Century Park East

Los Angeles, CA 90067

(310) 712-6600

(Name, address and telephone number of person authorized to receive notices and communications)

June 18, 2010

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

* 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).

CUSIP No. 228227104

1 Name of Reporting Person:

SPO Partners II, L.P.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

Delaware

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 28,945,782(1)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

28,945,782(1)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

28,945,782(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

9.96%

14 Type of Reporting Person:

PN

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

CUSIP No. 228227104

1 Name of Reporting Person:

SPO Advisory Partners, L.P.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

Not Applicable

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

Delaware

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 28,945,782(1)(2)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

28,945,782(1)(2)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

28,945,782(1)(2)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

9.96%

14 Type of Reporting Person:

PN

- (1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.
- (2) Power is exercised through its corporate general partner, SPO Advisory Corp.

CUSIP No. 228227104

1 Name of Reporting Person:

San Francisco Partners, L.P.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

California

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 1,251,700(1)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

1,251,700(1)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

1,251,700(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.43%

14 Type of Reporting Person:

PN

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

CUSIP No. 228227104

1 Name of Reporting Person:

SF Advisory Partners, L.P.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

Not Applicable

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

Delaware

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 1,251,700(1)(2)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

1,251,700(1)(2)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

1,251,700(1)(2)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.43%

14 Type of Reporting Person:

PN

- (1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P.
- (2) Power is exercised through its corporate general partner, SPO Advisory Corp.

CUSIP No. 228227104

1 Name of Reporting Person:

SPO Advisory Corp.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

Not Applicable

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

Delaware

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 30,197,482(1)(2)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

30,197,482(1)(2)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

30,197,482(1)(2)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

10.39%

14 Type of Reporting Person:

CO

- (1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 28,945,782 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 1,251,700 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 Name of Reporting Person:

Bill & Susan Oberndorf Foundation

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

California

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 5,000(1)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-

9 Sole Dispositive Power:

PERSON

WITH

5,000(1)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

5,000(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

**0.1%

14 Type of Reporting Person:

CO

** Denotes less than.

(1) Power is exercised through its two directors: William E. Oberndorf and Susan C. Oberndorf.

CUSIP No. 228227104

1 Name of Reporting Person:

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

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

PF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

California

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 282,377(1)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING 230,800(2)

9 Sole Dispositive Power:

PERSON

WITH

282,377(1)
10 Shared Dispositive Power:

Edgar Filing: CROWN CASTLE INTERNATIONAL CORP - Form SC 13D/A

230,800(2)

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

513,177(1)(2)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

0.18%

14 Type of Reporting Person:

OO

- (1) Power is exercised through its trustee, John H. Scully.
- (2) Of these shares, 230,800 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 Name of Reporting Person:

Netcong Newton Partners, L.P.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization:

California

NUMBER OF 7 Sole Voting Power:

SHARES

BENEFICIALLY 230,800(1)

OWNED BY 8 Shared Voting Power:

EACH

REPORTING -0-
9 Sole Dispositive Power:

PERSON

WITH

230,800(1)
10 Shared Dispositive Power:

-0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person:

230,800(1)

12 Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: "

13 Percent of Class Represented by Amount in Row 11:

**0.1%

14 Type of Reporting Person:

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 Name of Reporting Person:

Phoebe Snow Foundation, Inc.

2 Check the Appropriate Box if a Member of a Group:

(a) (b)

3 SEC Use Only

4 Source of Funds:

WC

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6 Citizenship or Place of Organization:

California