

CROWN CASTLE INTERNATIONAL CORP
Form NT 10-Q
August 10, 2006
(Check One):

UNITED STATES

Form 10-K

SECURITIES AND EXCHANGE COMMISSION

SEC FILE NUMBER

Form 20-F

Washington, D.C. 20549

001-16441
CUSIP NUMBER

Form 11-K

228227104

Form 10-Q

FORM 12b-25

Form 10-D

NOTIFICATION OF LATE FILING

Form N-SAR

Form N-CSR

For Period Ended: June 30, 2006

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Crown Castle International Corp.

Full Name of Registrant

Not applicable

Former Name if Applicable

510 Bering Drive, Suite 600

Address of Principal Executive Office (*Street and Number*)

Houston, Texas 77057

City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Crown Castle International Corp. (Company) is in the process of completing a detailed review of its equity-based compensation practices, including a review of its underlying stock option and restricted stock grant documentation and procedures and related accounting, as discussed in the Company s press release dated August 3, 2006. The Company has substantially completed the review, and KPMG LLP, the Company s independent registered accounting firm, is currently completing its review procedures relating to the Company s review.

The Company has found no inappropriate actions relating to the administration of its equity-based compensation plans and, further, that grants were made under its equity-based plans and approved by the board of directors. However, as a result of the review, the Company has discovered certain errors in its accounting for equity-based compensation. The Company has determined that it had certain unrecorded non-cash equity-based compensation charges associated with stock option grants, but believes that these accounting errors are immaterial to its financial statements in any of the periods to which such charges would have related. Further, none of the non-cash equity based compensation charges would have affected the Company s historical revenues, Adjusted EBITDA or compliance with its debt covenants.

The Company expects to file its Form 10-Q for the quarter ended June 30, 2006 by August 14, 2006.

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

| | | |
|----------------------------|--------------|--------------------|
| E. Blake Hawk, Esq. | (713) | 570-3000 |
| (Name) | (Area Code) | (Telephone Number) |

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

This Form 12b-25 contains forward-looking statements that are based on our management s current expectations. Such statements include, but are not limited to, plans, projections and estimates regarding (i) the results and effect of the Company s review of its equity-based compensation practices, and (ii) timing of the completion and filing of the Company s Quarterly Report on Form 10-Q for the period ended June 30, 2006. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. More information about potential risk factors which could affect our results is included in our filings with the SEC.

Crown Castle International Corp.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date August 9, 2006

By /s/ E. Blake Hawk
Name: E. Blake Hawk
Title: Executive Vice President and General Counsel
ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|----------------------|
| 99.1 | Letter from KPMG LLP |

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