

SBA COMMUNICATIONS CORP
 Form 4
 August 08, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARR BRIAN C

2. Issuer Name and Ticker or Trading Symbol
**SBA COMMUNICATIONS CORP
 [SBAC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SBA COMMUNICATIONS CORPORATION, 5900 BROKEN SOUND PARKWAY N.W.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOCA RATON, FL 33487

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/06/2014		M		1,021 A \$ 32.81	3,425	D
Class A Common Stock	08/06/2014		M		1,007 A \$ 37.76	4,432	D
Class A Common Stock	08/06/2014		M		548 A \$ 50.35	4,980	D

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Class A					\$		
Common	08/06/2014		S	2,576	D	107.06	2,404
Stock						<u>(1)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.81	08/06/2014		M	1,021	<u>(2)</u> 05/06/2017	Class A Common Stock	1,021
Stock Options (Right to Buy)	\$ 37.76	08/06/2014		M	1,007	<u>(2)</u> 05/04/2018	Class A Common Stock	1,007
Stock Options (Right to Buy)	\$ 50.35	08/06/2014		M	548	<u>(3)</u> 05/17/2019	Class A Common Stock	548
Restricted Stock Units	<u>(4)</u>					<u>(5)</u> <u>(5)</u>	Class A Common Stock	241
Stock Options (Right to Buy)	\$ 79.67					<u>(6)</u> 05/09/2020	Class A Common Stock	999
Restricted Stock Units	<u>(4)</u>					<u>(7)</u> <u>(7)</u>	Class A Common Stock	346

Stock Options (Right to Buy)	\$ 96.8	(8)	05/08/2021	Class A Common Stock	2,202
Restricted Stock Units	(4)	(9)	(9)	Class A Common Stock	909

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR BRIAN C C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY N.W. BOCA RATON, FL 33487	X			

Signatures

/s/ Joshua M. Koenig, Attorney-in-Fact 08/08/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$107.00
- (1) to \$107.19 per share. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
 - (2) These options are immediately exercisable.
These options vest in accordance with the following schedule: 274 are vested; 274 vest on the earlier of May 17, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; and 274 vest on the earlier of May 17, 2015 or the day immediately prior to the 2015 annual meeting of shareholders.
 - (3) Each restricted stock unit represents a contingent right to receive one share of Class A common stock.
These restricted stock units vest in accordance with the following schedule: 242 vest on the earlier of May 17, 2014 or the day immediately prior to the 2014 annual meeting of shareholders and 241 vest on the earlier of May 17, 2015 or the day immediately prior to the 2015 annual meeting of shareholders.
 - (4) These options vest in accordance with the following schedule: 333 vest on the earlier of May 9, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; 333 vest on the earlier of May 9, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; and 333 vest on the earlier of May 9, 2016 or the day immediately prior to the 2016 annual meeting of shareholders.
 - (5) These restricted stock units vest in accordance with the following schedule: 174 vest on the earlier of May 9, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; 173 vest on the earlier of May 9, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; and 173 vest on the earlier of May 9, 2016 or the day immediately prior to the 2016 annual meeting of shareholders.
 - (6) These options vest in accordance with the following schedule: 734 vest on the earlier of May 8, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; 734 vest on the earlier of May 8, 2016 or the day immediately prior to the 2016 annual meeting of shareholders; and 734 vest on the earlier of May 8, 2017 or the day immediately prior to the 2017 annual meeting of shareholders.
 - (7) These restricted stock units vest in accordance with the following schedule: 303 vest on the earlier of May 8, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; 303 vest on the earlier of May 8, 2016 or the day immediately prior to the 2016 annual meeting of shareholders.
 - (8)
 - (9)

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meeting of shareholders; and 303 vest on the earlier of May 8, 2017 or the day immediately prior to the 2017 annual meeting of shareholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.