

SBA COMMUNICATIONS CORP
 Form 4
 November 26, 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 *
 SILBERSTEIN JASON V

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)
 11/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Site Leasing

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 11/24/2014 | | M | 9,557 | A | \$ 35.71 | 22,665 D |
| Class A Common Stock | 11/24/2014 | | S | 14,230 | D | \$ 117.24 | 8,435 D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | \$ 35.71 | 11/24/2014 | | M | 9,557 | <u>(1)</u> 03/04/2017 | Class A Common Stock | 9,557 |
| Stock Options (Right to Buy) | \$ 42.15 | | | | | <u>(2)</u> 03/04/2018 | Class A Common Stock | 6,528 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(4)</u> <u>(4)</u> | Class A Common Stock | 1,503 |
| Stock Options (Right to Buy) | \$ 47.52 | | | | | <u>(5)</u> 03/06/2019 | Class A Common Stock | 27,444 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(6)</u> <u>(6)</u> | Class A Common Stock | 3,035 |
| Stock Options (Right to Buy) | \$ 72.99 | | | | | <u>(7)</u> 03/06/2020 | Class A Common Stock | 41,753 |
| Restricted Stock Units | <u>(3)</u> | | | | | <u>(8)</u> <u>(8)</u> | Class A Common Stock | 4,101 |
| Stock Options (Right to Buy) | \$ 95.53 | | | | | <u>(9)</u> 03/06/2021 | Class A Common Stock | 51,322 |

| | | | | | |
|------------------------------|-----|------|------|----------------------------|-------|
| Restricted Stock Units | (3) | (10) | (10) | Class A Common Stock | 5,206 |
|------------------------------|-----|------|------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| SILBERSTEIN JASON V C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY N.W. BOCA RATON, FL 33487 | | | | EVP - Site Leasing |

Signatures

/s/ Joshua M. Koenig, 11/26/2014
Attorney-in-Fact

__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).
- (1) These options are immediately exercisable.
- (2) These options vest in accordance with the following schedule: 6,527 vest on the first anniversary of the grant date and 6,528 vest on each of the second through fourth anniversaries of the grant date (March 4, 2011).
- (3) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (4) These restricted stock units vest in accordance with the following schedule: 1,502 vest on each of the first through third anniversaries of the grant date and 1,503 vest on the fourth anniversary of the grant date (March 4, 2011).
- (5) These options vest in accordance with the following schedule: 6,861 vest on each of the first through fourth anniversaries of the grant date (March 6, 2012).
- (6) These restricted stock units vest in accordance with the following schedule: 1,517 vest on each of the first through third anniversaries of the grant date and 1,518 vest on the fourth anniversary of the grant date (March 6, 2012).
- (7) These options vest in accordance with the following schedule: 10,438 vest on each of the first through third anniversaries of the grant date and 10,439 vest on the fourth anniversary of the grant date (March 6, 2013).
- (8) These restricted stock units vest in accordance with the following schedule: 1,366 vest on the first anniversary of the grant date and 1,367 vest on each of the second through fourth anniversaries of the grant date (March 6, 2013).
- (9) These options vest in accordance with the following schedule: 12,830 vest on each of the first and the third anniversary of the grant date and 12,831 vest on each of the second and the fourth anniversary of the grant date (March 6, 2014).
- (10) These restricted stock units vest in accordance with the following schedule: 1,301 vest on each of the first and the third anniversary of the grant date and 1,302 vest on each of the second and the fourth anniversary of the grant date (March 6, 2014).

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.