

Lazarus Brian D
Form 4
March 06, 2013

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 *
Lazarus Brian D

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)
03/04/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

C/O SBA COMMUNICATIONS CORPORATION, 5900 BROKEN SOUND PARKWAY, NW

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 03/04/2013 | | M | | 720 A 11 2,073 | D | |
| Class A Common Stock | 03/04/2013 | | M | | 691 A 12 2,764 | D | |
| Class A Common Stock | 03/04/2013 | | F | | 598 (3) D \$ 71.63 2,166 | D | |

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| | | | | | | | |
|----------------------------|------------|---|----------------|---|---------------------------|-------|---|
| Class A Common Stock | 03/05/2013 | M | 6,413 | A | \$ 19.68 | 8,579 | D |
| Class A Common Stock | 03/05/2013 | S | 6,413 | D | \$ <u>(4)</u> 73.03 | 2,166 | D |
| Class A Common Stock | 03/06/2013 | M | 698 | A | <u>(5)</u> | 2,864 | D |
| Class A Common Stock | 03/06/2013 | F | 296 <u>(3)</u> | D | \$ 73.03 | 2,568 | 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 Underlying Securities (Instr. 3 and 4) | | | | |
|---|---|---|---|---|--|--|--|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 19.68 | 03/05/2013 | | M | | 6,413 | | <u>(6)</u> | 03/05/2016 | Class A Common Stock | 6,413 |
| Stock Options (Right to Buy) | \$ 31.09 | | | | | | | <u>(6)</u> | 09/12/2015 | Class A Common Stock | 454 |
| Stock Options (Right to Buy) | \$ 35.71 | | | | | | | <u>(7)</u> | 03/04/2017 | Class A Common Stock | 6,313 |
| Restricted Stock Units | <u>(8)</u> | 03/04/2013 | | M | | 720 | | <u>(9)</u> | <u>(9)</u> | Class A Common Stock | 720 |

| | | | | | | | | | |
|------------------------------|----------|------------|---|--------|--|------|------------|----------------------|--------|
| Stock Options (Right to Buy) | \$ 42.15 | | | | | (10) | 03/04/2018 | Class A Common Stock | 9,000 |
| Restricted Stock Units | (8) | 03/04/2013 | M | 691 | | (11) | (11) | Class A Common Stock | 691 |
| Stock Options (Right to Buy) | \$ 47.52 | | | | | (12) | 03/06/2019 | Class A Common Stock | 12,600 |
| Restricted Stock Units | (8) | 03/06/2013 | M | 698 | | (13) | (13) | Class A Common Stock | 698 |
| Stock Options (Right to Buy) | \$ 72.99 | 03/06/2013 | A | 17,245 | | (14) | 03/06/2020 | Class A Common Stock | 17,245 |
| Restricted Stock Units | (8) | 03/06/2013 | A | 2,258 | | (15) | (15) | Class A Common Stock | 2,258 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lazarus Brian D C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 | | | VP & Chief Accounting Officer | |

Signatures

/s/ Joshua M. Koenig, Attorney-in-Fact
03/06/2013

**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) On March 4, 2013, 720 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (2) On March 4, 2013, 691 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (3) Shares withheld for payment of tax liability.
- (4)

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Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$73.03 to \$73.05 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.

- (5) On March 6, 2013, 698 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (6) These options are immediately exercisable.
- (7) These options vest in accordance with the following schedule: 3,156 vest on each of the first and the third anniversary of the grant date and 3,157 vest on each of the second and the fourth anniversary of the grant date (March 4, 2010).
- (8) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (9) These restricted stock units vest in accordance with the following schedule: 720 vest on each of the first through the third anniversaries of the grant date and 721 vest on the fourth anniversary of the grant date (March 4, 2010).
- (10) These options vest in accordance with the following schedule: 3,002 vest on the first anniversary of the grant date and 3,003 vest on each of the third through fourth anniversaries of the grant date (March 4, 2011).
- (11) These restricted stock units vest in accordance with the following schedule: 691 vest on each of the first through fourth anniversaries of the grant date (March 4, 2011).
- (12) These options vest in accordance with the following schedule: 3,160 vest on each of the first through fourth anniversaries of the grant date (March 6, 2012).
- (13) These restricted stock units vest in accordance with the following schedule: 698 vest on the first anniversary of the grant date and 699 vest on each of the second through fourth anniversaries of the grant date (March 6, 2012).
- (14) These options vest in accordance with the following schedule: 4,311 vest on each of the first through third anniversaries of the grant date and 4,312 vest on the fourth anniversary of the grant date (March 6, 2013).
- (15) These restricted stock units vest in accordance with the following schedule: 564 vest on each of the first and third anniversaries of the grant date and 565 vest on each of the third and fourth anniversaries of the grant date (March 6, 2013).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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