

SBA COMMUNICATIONS CORP
 Form 4
 March 06, 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)
03/04/2014

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/04/2014		M	1,561 A	14,140	D	
Class A Common Stock	03/04/2014		M	1,502 A	15,642	D	
Class A Common Stock	03/04/2014		F	838 ⁽³⁾ D	\$ 95.18	D	

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Class A Common Stock	03/06/2014		M	1,517	A	(4)	16,321	D	
Class A Common Stock	03/06/2014		M	1,366	A	(5)	17,687	D	
Class A Common Stock	03/06/2014		F	789	(3)	D	\$ 95.24	16,898	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 35.71							(6)	03/04/2017	Class A Common Stock	12,300
Restricted Stock Units	(7)	03/04/2014		M				(8)	(8)	Class A Common Stock	1,561
Stock Options (Right to Buy)	\$ 42.15							(9)	03/04/2018	Class A Common Stock	26,100
Restricted Stock Units	(7)	03/04/2014		M				(10)	(10)	Class A Common Stock	1,502
Stock Options (Right to Buy)	\$ 47.52							(11)	03/06/2019	Class A Common Stock	27,400

Restricted Stock Units	(7)	03/06/2014	M	1,517	(12)	(12)	Class A Common Stock	1,517
Stock Options (Right to Buy)	\$ 72.99				(13)	03/06/2020	Class A Common Stock	41,700
Restricted Stock Units	(7)	03/06/2014	M	1,366	(14)	(14)	Class A Common Stock	1,366
Stock Options (Right to Buy)	\$ 95.53	03/06/2014	A	51,322	(15)	03/06/2021	Class A Common Stock	51,322
Restricted Stock Units	(7)	03/06/2014	A	5,206	(16)	(16)	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,
Attorney-in-Fact

03/06/2014

**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).
- (1) On March 4, 2014, 1,561 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, 2014, 1,502 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) On March 6, 2014, 1,517 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- (5) On March 6, 2014, 1,366 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.

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- (7) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (8) These restricted stock units vest in accordance with the following schedule: 1,560 vest on the first anniversary of the grant date and 1,561 vest on each of the second through the fourth anniversaries of the grant date (March 4, 2010).
- (9) 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).
- (10) 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).
- (11) 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).
- (12) 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).
- (13) 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).
- (14) 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).
- (15) 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).
- (16) 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.