

SBA COMMUNICATIONS CORP
 Form 4
 March 06, 2015

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 *
 Ciarfella Mark R

(Last) (First) (Middle)

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

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 | | |
| Class A Common Stock | 03/04/2015 | | M | 842 A | ① | 5,991 | D |
| Class A Common Stock | 03/04/2015 | | F | 231 ② D | \$ 124.87 | 5,760 | D |
| Class A Common Stock | 03/06/2015 | | M | 873 A | ③ | 6,633 | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|---------|---|--------------|-------|---|
| Class A Common Stock | 03/06/2015 | | M | 743 | A | (4) | 7,376 | D |
| Class A Common Stock | 03/06/2015 | | M | 768 | A | (5) | 8,144 | D |
| Class A Common Stock | 03/06/2015 | | F | 654 (2) | D | \$ 124.59 | 7,490 | 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) | | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 42.15 | | | | | (6) | | 03/04/2018 | | Class A Common Stock | 3,656 |
| Restricted Stock Units | (7) | 03/04/2015 | | M | | 842 | | (8) | (8) | Class A Common Stock | 842 |
| Stock Options (Right to Buy) | \$ 47.52 | | | | | (9) | | 03/06/2019 | | Class A Common Stock | 7,901 |
| Restricted Stock Units | (7) | 03/06/2015 | | M | | 873 | | (10) | (10) | Class A Common Stock | 873 |
| Stock Options (Right to Buy) | \$ 72.99 | | | | | (11) | | 03/06/2020 | | Class A Common Stock | 17,019 |

| | | | | | | | | |
|------------------------------|-----------|------------|---|--------|------|------------|----------------------|--------|
| Restricted Stock Units | (7) | 03/06/2015 | M | 743 | (12) | (12) | Class A Common Stock | 743 |
| Stock Options (Right to Buy) | \$ 95.53 | | | | (13) | 03/06/2021 | Class A Common Stock | 30,294 |
| Restricted Stock Units | (7) | 03/06/2015 | M | 768 | (14) | (14) | Class A Common Stock | 768 |
| Stock Options (Right to Buy) | \$ 124.59 | 03/05/2015 | A | 30,069 | (15) | 03/05/2022 | Class A Common Stock | 30,069 |
| Restricted Stock Units | (7) | 03/05/2015 | A | 3,009 | (16) | (16) | Class A Common Stock | 3,009 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ciarfella Mark R C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 | | | EVP - Operations | |

Signatures

/s/ Joshua M. Koenig 03/06/2015

**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, 2015, 842 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (2) Shares withheld for payment of tax liability.
 - (3) On March 6, 2015, 873 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (4) On March 6, 2015, 743 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, 2015, 768 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.

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- (6) These options are immediately exercisable.
- (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: 841 vest on each of the first through third anniversaries of the grant date and 842 vest on the fourth anniversary of the grant date (March 4, 2011).
- (9) These options vest in accordance with the following schedule: 3,950 vest on each of the first through third anniversaries of the grant date and 3,951 vest on the fourth anniversary of the grant date (March 6, 2012).
- (10) These restricted stock units vest in accordance with the following schedule: 873 vest on each of the first and the third anniversary of the grant date and 874 vest on each of the second and the fourth anniversary of the grant date (March 6, 2012).
- (11) These options vest in accordance with the following schedule: 5,673 vest on each of the first through fourth anniversaries of the grant date (March 6, 2013).
- (12) These restricted stock units vest in accordance with the following schedule: 742 vest on the first anniversary of the grant date and 743 vest on each of the second through fourth anniversaries of the grant date (March 6, 2013).
- (13) These options vest in accordance with the following schedule: 7,573 vest on each of the first and the third anniversary of the grant date and 7,574 vest on each of the second and the fourth anniversary of the grant date (March 6, 2014).
- (14) These restricted stock units vest in accordance with the following schedule: 768 vest on each of the first through third anniversaries of the grant date and 769 vest on the fourth anniversary of the grant date (March 6, 2014).
- (15) These options vest in accordance with the following schedule: 7,517 vest on each of the first through third anniversaries of the grant date and 7,518 vest on the fourth anniversary of the grant date (March 5, 2015).
- (16) These restricted stock units vest in accordance with the following schedule: 752 vest on each of the first through third anniversaries of the grant date and 753 vest on the fourth anniversary of the grant date (March 5, 2015).

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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