

SBA COMMUNICATIONS CORP
 Form 4
 March 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BAGWELL KURT L

(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)
 03/07/2014

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; Pres. - International

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/07/2014 | | M | 9,786 | A \$ 35.71 | 96,080 | D |
| Class A Common Stock | 03/07/2014 | | M | 10,880 | A \$ 42.15 | 106,960 | D |
| Class A Common Stock | 03/07/2014 | | M | 11,227 | A \$ 47.52 | 118,187 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|---------------------------|---------|---|
| Class A Common Stock | 03/07/2014 | M | 15,612 | A | \$ 72.99 | 133,799 | D |
| Class A Common Stock | 03/07/2014 | S | 47,505 | D | \$ <u>(1)</u> 95.26 | 86,294 | D |

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

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SEC 1474
(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) | \$ 35.71 | 03/07/2014 | | M | 9,786 | <u>(2)</u> 03/04/2017 | Class A Common Stock | 9,786 | |
| Stock Options (Right to Buy) | \$ 42.15 | 03/07/2014 | | M | 10,880 | <u>(3)</u> 03/04/2018 | Class A Common Stock | 10,880 | |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(5)</u> <u>(5)</u> | Class A Common Stock | 2,504 | |
| Stock Options (Right to Buy) | \$ 47.52 | 03/07/2014 | | M | 11,227 | <u>(6)</u> 03/06/2019 | Class A Common Stock | 11,227 | |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(7)</u> <u>(7)</u> | Class A Common Stock | 2,483 | |
| Stock Options | \$ 72.99 | 03/07/2014 | | M | 15,612 | <u>(8)</u> 03/06/2020 | Class A Common | 15,612 | |

| | | | | | |
|------------------------------|----------|------|------------|----------------------|--------|
| (Right to Buy) | | | | Stock | |
| Restricted Stock Units | (4) | (9) | (9) | Class A Common Stock | 2,044 |
| Stock Options (Right to Buy) | \$ 95.53 | (10) | 03/06/2021 | Class A Common Stock | 73,062 |
| Restricted Stock Units | (4) | (11) | (11) | Class A Common Stock | 7,412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| BAGWELL KURT L C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 | | | | EVP; Pres. - International |

Signatures

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

03/07/2014

__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) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$95.25 to \$95.31 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.
 - (3) These options vest in accordance with the following schedule: 10,879 vest on the first anniversary of the grant date and 10,880 vest on each of the second through fourth anniversaries of the grant date (March 4, 2011).
 - (4) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
 - (5) These restricted stock units vest in accordance with the following schedule: 2,044 vest on the first through third anniversaries of the grant date and 2,504 vest on each of the first through fourth anniversaries of the grant date (March 4, 2011).
 - (6) These options vest in accordance with the following schedule: 11,227 vest on each of the first through fourth anniversaries of the grant date (March 6, 2012).
 - (7) These restricted stock units vest in accordance with the following schedule: 2,482 vest on the first anniversary of the grant date and 2,483 vest on each of the second through fourth anniversaries of the grant date (March 6, 2012).
 - (8) These options vest in accordance with the following schedule: 15,612 vest on each of the first through fourth anniversaries of the grant date (March 6, 2013).

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- (9) These restricted stock units vest in accordance with the following schedule: 2,044 vest on the first through third anniversaries of the grant date and 2,045 vest on the fourth anniversary of the grant date (March 6, 2013).
- (10) These options vest in accordance with the following schedule: 18,265 vest on each of the first and the third anniversary of the grant date and 18,266 vest on each of the second and the fourth anniversary of the grant date (March 6, 2014).
- (11) These restricted stock units vest in accordance with the following schedule: 1,853 vest on each of the first through fourth anniversaries 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.

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