Ciarfella Mark R Form 4 March 06, 2013

# FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 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

0.5

See Instruction 1(b).

may continue.

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person
Ciarfella Mark R

2. Issuer Name and Ticker or Trading

Symbol

### SBA COMMUNICATIONS CORP [SBAC]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

SVP - Operations

(Month/Day/Year) C/O SBA COMMUNICATIONS 03/04/2013 CORPORATION, 5900 BROKEN

(Middle)

Director 10% Owner X\_ Officer (give title Other (specify below)

SOUND PARKWAY, NW

(First)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BOCA RATON, FL 33487

(City)	(State)	(Zip) Table	e I - Non-D	Perivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Class A Common Stock	03/04/2013		M	720	A	(1)	2,240	D	
Class A Common Stock	03/04/2013		M	841	A	(2)	3,081	D	
Class A Common Stock	03/04/2013		F	428 (3)	D	\$ 71.63	2,653	D	

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Class A Common Stock	03/05/2013	M	7,304	A	\$ 19.68	9,957	D
Class A Common Stock	03/05/2013	S	7,304	D	\$ 72.85 (4)	2,653	D
Class A Common Stock	03/06/2013	M	873	A	<u>(5)</u>	3,526	D
Class A Common Stock	03/06/2013	F	239 (3)	D	\$ 73.03	3,287	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. Transacti Code (Instr. 8)	orDerivati Securitie Acquired Disposed	*		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Options (Right to Buy)	\$ 19.68	03/05/2013		M		7,304	<u>(6)</u>	03/05/2016	Class A Common Stock	7,30
Stock Options (Right to Buy)	\$ 35.71						<u>(7)</u>	03/04/2017	Class A Common Stock	6,31
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	10,90

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Restricted Stock Units	(8)	03/04/2013	М		841	(11)	(11)	Class A Common Stock	841
Stock Options (Right to Buy)	\$ 47.52					(12)	03/06/2019	Class A Common Stock	15,80
Restricted Stock Units	<u>(8)</u>	03/06/2013	М		873	(13)	(13)	Class A Common Stock	873
Stock Options (Right to Buy)	\$ 72.99	03/06/2013	A	22,692		(14)	03/06/2020	Class A Common Stock	22,69
Restricted Stock Units	(8)	03/06/2013	A	2,971		(15)	(15)	Class A Common Stock	2,97

# **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

**SVP** - Operations

# **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.
- On March 4, 2013, 841 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.
- Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$72.84 to \$72.86 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, 873 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.
- These options vest in accordance with the following schedule: 3,156 vest on each of the first and third anniversaries of the grant date and 3,157 vest on each of the second and fourth anniversaries 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 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: 3,655 vest on each of the first and third anniversaries of the grant date and 3,656 vest on each of the second and fourth anniversaries of the grant date (March 4, 2011).
- (11) 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).
- (12) 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).
- (13) 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).
- (14) 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).
- (15) 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).

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.