

SBA COMMUNICATIONS CORP
 Form 4
 July 26, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
BERNSTEIN STEVEN E

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)
07/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

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 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) | Code V | Amount | Price | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: SBA COMMUNICATIONS CORP - Form 4

| 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) | \$ 4.49 | | | | | 07/30/2005 | 07/30/2014 | Class A Common Stock | 16,250 |
| Stock Options (Right to Buy) | \$ 3.33 | | | | | <u>(1)</u> | 07/18/2013 | Class A Common Stock | 25,000 |
| Stock Options (Right to Buy) | \$ 8 | | | | | <u>(1)</u> | 04/19/2009 | Class A Common Stock | 3,411 |
| Stock Options (Right to Buy) | \$ 15.25 | | | | | <u>(1)</u> | 12/16/2009 | Class A Common Stock | 91,803 |
| Stock Options (Right to Buy) | \$ 34.69 | | | | | <u>(2)</u> | 01/08/2006 | Class A Common Stock | 100,000 |
| Stock Options (Right to Buy) | \$ 21.95 | | | | | <u>(3)</u> | 07/03/2006 | Class A Common Stock | 33,350 |
| Stock Options (Right to Buy) | \$ 12.94 | | | | | <u>(3)</u> | 01/07/2012 | Class A Common Stock | 25,000 |
| Stock Options (Right to Buy) | \$ 14.8 | 07/22/2005 | | A | 10,000 | <u>(4)</u> | 07/22/2015 | Class A Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BERNSTEIN STEVEN E

C/O SBA COMMUNICATIONS CORPORATION

5900 BROKEN SOUND PARKWAY N.W.

BOCA RATON 33487

X

Chairman

Signatures

/s/ Thomas P. Hunt,
Attorney-in-Fact

07/26/2005

__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) These options are immediately exercisable.
- (2) 75,000 of these options are immediately exercisable and 25,000 of these options vest on December 31, 2004.
- (3) These options vest in equal installments on each of the first through fourth anniversaries of the grant date.
- (4) These options vest in accordance with the following schedule: 3,333 vest on the dates of each of the 2006 and 2007 annual meetings of shareholders and 3,334 vest on the date of the 2008 annual meeting of shareholders.

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.