SBA COMMUNICATIONS CORP

Form 4 May 06, 2014

FORM 4

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

1(b).

(Print or Type Responses)

LANGER JACK

Stock

1. Name and Address of Reporting Person *

LANGER J	ACK	Symbol SBA ([SBA(COMMUNI []	ICATIO	NS C	CORP	(Check all applicable)			
(Last) C/O SBA CORPORA' SOUND PA	(Month, 05/04/	of Earliest Tr Day/Year) 2014	ansaction			X Director 10% Owner Officer (give title below) Other (specify below)				
	nendment, Da onth/Day/Year	U	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
BOCA RAT	ON, FL 33487						Person	.1010 111411 0110 110	porumg	
(City)	(State)	(Zip) Ta	ble I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year	Code	(Instr. 3,	ispose	d 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)		
Class A Common Stock	05/04/2014		M	615	A	(1)	31,995	I	By Trust	
Class A Common	05/04/2014		F	185 <u>(3)</u>	D	\$ 94.89	31,810	I	By Trust	

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

SEC 1474

(9-02)

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displays a currently valid OMB control number.

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. Transac Code (Instr. 8	nsactionof le Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.81							<u>(4)</u>	05/06/2017	Class A Common Stock	681
Stock Options (Right to Buy)	\$ 37.76							<u>(4)</u>	05/04/2018	Class A Common Stock	1,343
Restricted Stock Units	<u>(5)</u>	05/04/2014		M			615	<u>(6)</u>	(6)	Class A Common Stock	615
Stock Options (Right to Buy)	\$ 50.35							<u>(7)</u>	05/17/2019	Class A Common Stock	1,643
Restricted Stock Units	<u>(5)</u>							(8)	(8)	Class A Common Stock	966
Stock Options (Right to Buy)	\$ 79.67							<u>(9)</u>	05/09/2020	Class A Common Stock	1,999
Restricted Stock Units	<u>(5)</u>							(10)	(10)	Class A Common Stock	1,040

8. I Der Sec (Ins

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LANGER JACK C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY NW BOCA RATON, FL 33487



Signatures

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

05/06/2014

**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).
- On May 4, 2014, 615 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
- The securities are held by The Jack Langer 2012 Irrevocable Family Trust for estate planning purposes. The trustee of the trust is the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (3) Shares withheld for payment of tax liability.
- (4) These options are immediately exercisable.
- (5) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- These restricted stock units vest in accordance with the following schedule: 615 vest on the earlier of May 4, 2012 or the day immediately prior to the 2012 annual meeting of shareholders; 615 vest on the earlier of May 4, 2013 or the day immediately prior to the 2013 annual meeting of shareholders; and 615 vest on the earlier of May 4, 2014 or the day immediately prior to the 2014 annual meeting of shareholders.
- These options vest in accordance with the following schedule: 548 vest on the earlier of May 17, 2013 or the day immediately prior to the 2013 annual meeting of shareholders; 547 vest on the earlier of May 17, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; and 548 vest on the earlier of May 17, 2015 or the day immediately prior to the 2015 annual meeting of shareholders.
- These restricted stock units vest in accordance with the following schedule: 483 vest on the earlier of May 17, 2013 or the day immediately prior to the 2013 annual meeting of shareholders; 483 vest on the earlier of May 17, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; and 483 vest on the earlier of May 17, 2015 or the day immediately prior to the 2015 annual meeting of shareholders.
- These options vest in accordance with the following schedule: 667 vest on the earlier of May 9, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; 666 vest on the earlier of May 9, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; and 666 vest on the earlier of May 9, 2016 or the day immediately prior to the 2016 annual meeting of shareholders.
- These restricted stock units vest in accordance with the following schedule: 347 vest on the earlier of May 9, 2014 or the day immediately prior to the 2014 annual meeting of shareholders; 346 vest on the earlier of May 9, 2015 or the day immediately prior to the 2015 annual meeting of shareholders; and 347 vest on the earlier of May 9, 2016 or the day immediately prior to the 2016 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.

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