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COCROFT DUNCAN

Form 4

November 21, 2018

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

COCROFT DUNCAN

SBA COMMUNICATIONS CORP [SBAC]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) 11/19/2018

C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS **AVENUE**

(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

BOCA RATON, FL 33487

(City) (State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

11/19/2018

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Owned

Securities Beneficially Following

Indirect Ownership Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)

SEC 1474

(9-02)

(Instr. 4)

7. Nature of

(A) or Code V

171.85

(1)

(D) Price Amount

D

\$ 12,543

(Instr. 3 and 4)

Transaction(s)

Reported

75,742 D

Common Stock

Class A

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

S

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	5. or Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day,	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)	\$ 50.35					(2)	05/17/2019	Class A Common Stock	1,643	
Stock Options (Right to Buy)	\$ 79.67					(2)	05/09/2020	Class A Common Stock	1,999	
Stock Options (Right to Buy)	\$ 96.8					<u>(2)</u>	05/08/2021	Class A Common Stock	2,202	
Stock Options (Right to Buy)	\$ 113.55					(2)	05/21/2022	Class A Common Stock	1,899	
Stock Options (Right to Buy)	\$ 100					(3)	05/13/2023	Class A Common Stock	2,308	
Restricted Stock Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Class A Common Stock	303	
Stock Options (Right to Buy)	\$ 132					<u>(6)</u>	05/18/2024	Class A Common Stock	1,977	
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Class A Common Stock	539	

8. Pri Deriv Secur (Instr

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Stock Options (Right to Buy)	\$ 157.51	<u>(8)</u> 05/	17/2025	Class A Common Stock	1,411
Restricted Stock Units	<u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	602

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COCROFT DUNCAN C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487



Signatures

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

**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).
- Represents the weighted average price of the shares purchased. The prices of the shares purchased pursuant to the transactions ranged (1) from \$171.51 to \$172.32 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 purchased at each separate price.
- (2) These options are exercisable immediately.
- These options vest in accordance with the following schedule: 769 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 769 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 770 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.
- (4) 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: 302 vest on the earlier of May 13, 2017 or the day immediately prior to the 2017 annual meeting of shareholders; 302 vest on the earlier of May 13, 2018 or the day immediately prior to the 2018 annual meeting of shareholders; and 303 vest on the earlier of May 13, 2019 or the day immediately prior to the 2019 annual meeting of shareholders.
- (6) These options vest in accordance with the following schedule: 658 vest on May 1, 2018; 659 vest on May 1, 2019; and 660 vest on May 1, 2020.
- (7) These restricted stock units vest in accordance with the following schedule: 268 vest on May 1, 2018; 269 vest on May 1, 2019; and 270 vest on May 1, 2020.
- (8) These options vest in accordance with the following schedule: 470 vest on May 1, 2019; 470 vest on May 1, 2020; and 471 vest on May 1, 2021.
- (9) These restricted stock units vest in accordance with the following schedule: 200 vest on May 1, 2019; 201 vest on May 1, 2020; and 201 vest on May 1, 2021.

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