

Lazarus Brian D
 Form 4
 March 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Lazarus Brian D

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)
 03/04/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Accounting Officer

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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/04/2019		M	680	A <u>(1)</u>	15,160 <u>(2)</u>	D
Class A Common Stock	03/04/2019		F	182 <u>(3)</u>	D \$ 182.11	14,978	D
Class A Common Stock	03/05/2019		M	538	A <u>(4)</u>	15,516	D

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Class A Common Stock	03/05/2019	F	185 ⁽³⁾	D	\$ 182.48	15,331	D
Class A Common Stock	03/06/2019	M	645	A	<u>(5)</u>	15,976	D
Class A Common Stock	03/06/2019	M	553	A	<u>(6)</u>	16,529	D
Class A Common Stock	03/06/2019	F	412 ⁽³⁾	D	\$ 182.1	16,117	D

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

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(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)	\$ 72.99					<u>(7)</u>		03/06/2020		Class A Common Stock	3,321
Stock Options (Right to Buy)	\$ 95.53					<u>(7)</u>		03/06/2021		Class A Common Stock	20,561
Stock Options (Right to Buy)	\$ 124.59					<u>(8)</u>		03/05/2022		Class A Common Stock	21,478
Restricted Stock Units	<u>(9)</u>	03/05/2019		M			538	<u>(10)</u>	<u>(10)</u>	Class A Common Stock	538

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, 2019, 680 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (2) Includes 146 shares acquired on February 28, 2019 pursuant to the SBA Communications Corporation 2018 Employee Stock Purchase Plan.
 - (3) Shares withheld for payment of tax liability.
 - (4) On March 5, 2019, 538 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (5) On March 6, 2019, 645 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (6) On March 6, 2019, 553 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (7) These options are immediately exercisable.
 - (8) These options vest in accordance with the following schedule: 5,369 vest on each of the first and third anniversaries of the grant date and 5,370 vest on each of the second and fourth anniversaries of the grant date (March 5, 2015).
 - (9) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
 - (10) These restricted stock units vest in accordance with the following schedule: 537 vest on each of the first through third anniversaries of the grant date and 538 vest on the fourth anniversary of the grant date (March 5, 2015).
 - (11) These options vest in accordance with the following schedule: 6,960 vest on each of the first and third anniversaries of the grant date and 6,961 vest on each of the second and fourth anniversaries of the grant date (March 4, 2016).
 - (12) These restricted stock units vest in accordance with the following schedule: 680 vest on each of the first through third anniversaries of the grant date and 681 vest on the fourth anniversary of the grant date (March 4, 2016).
 - (13) These options vest in accordance with the following schedule: 6,282 vest on the first anniversary of the grant date and 6,283 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).
 - (14) These restricted stock units vest in accordance with the following schedule: 644 vest on the first anniversary of the grant date and 645 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).
 - (15) These options vest in accordance with the following schedule: 5,310 vest on the first anniversary of the grant date and 5,311 vest on each of the second through fourth anniversaries of the grant date (March 6, 2018).
 - (16) These restricted stock units vest in accordance with the following schedule: 553 vest on each of the first and third anniversaries of the grant date and 554 vest on each of the second and fourth anniversaries of the grant date (March 6, 2018).
 - (17) These options vest in accordance with the following schedule: 5,878 vest on each of the first through fourth anniversaries of the grant date (March 6, 2019).
 - (18) These restricted stock units vest in accordance with the following schedule: 546 vest on each of the first and third anniversaries of the grant date and 547 vest on each of the second and fourth anniversaries of the grant date (March 6, 2019).

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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