

SBA COMMUNICATIONS CORP
 Form 4
 March 07, 2017

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 *
 Cavanagh Brendan Thomas

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)
 03/04/2017

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Class A Common Stock	03/04/2017		M		1,668	A	①	31,749	D
Class A Common Stock	03/05/2017		M		1,362	A	②	33,111	D
Class A Common Stock	03/06/2017		M		1,536	A	③	34,647	D

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Class A
Common Stock 03/06/2017 M 1,545 A (4) 36,192 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
Stock Options (Right to Buy)	\$ 42.15							(5)	03/04/2018	Class A Common Stock	27,2
Stock Options (Right to Buy)	\$ 47.52							(5)	03/06/2019	Class A Common Stock	28,9
Stock Options (Right to Buy)	\$ 72.99							(5)	03/06/2020	Class A Common Stock	47,1
Restricted Stock Units	(6)	03/06/2017		M			1,545	(7)	(7)	Class A Common Stock	1,54
Stock Options (Right to Buy)	\$ 95.53							(8)	03/06/2021	Class A Common Stock	60,5
Restricted Stock Units	(6)	03/06/2017		M			1,536	(9)	(9)	Class A Common Stock	1,53
Stock Options (Right to Buy)	\$ 124.59							(10)	03/05/2022	Class A Common Stock	54,4

Buy)

Restricted Stock Units	(6)	03/05/2017	M	1,362	(11)	(11)	Class A Common Stock	1,362
Stock Options (Right to Buy)	\$ 96.58				(12)	03/04/2023	Class A Common Stock	68,234
Restricted Stock Units	(6)	03/04/2017	M	1,668	(13)	(13)	Class A Common Stock	1,668
Stock Options (Right to Buy)	\$ 115.17	03/06/2017	A	60,163	(14)	03/06/2024	Class A Common Stock	60,163
Restricted Stock Units	(6)	03/06/2017	A	6,175	(15)	(15)	Class A Common Stock	6,175

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cavanagh Brendan Thomas C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487			Executive Vice President & CFO	

Signatures

/s/ Brendan T. Cavanagh
03/07/2017

**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, 2017, 1,668 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (2) On March 5, 2017, 1,362 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (3) On March 6, 2017, 1,536 of the Reporting Person's restricted stock units were settled for an equal number of shares of Class A Common Stock.
 - (4) On March 6, 2017, 1,545 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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- (5) These options are immediately exercisable.
- (6) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (7) These restricted stock units vest in accordance with the following schedule: 1,545 vest on each of the first through fourth anniversaries of the grant date (March 6, 2013).
- (8) These options vest in accordance with the following schedule: 15,147 vest on each of the first through fourth anniversaries of the grant date (March 6, 2014).
- (9) These restricted stock units vest in accordance with the following schedule: 1,536 vest on each of the first and third anniversary of the grant date and 1,537 vest on each of the second and fourth anniversary of the grant date (March 6, 2014).
- (10) These options vest in accordance with the following schedule: 13,602 vest on the first anniversary of the grant date and 13,603 vest on each of the second through fourth anniversaries of the grant date (March 5, 2015).
- (11) These restricted stock units vest in accordance with the following schedule: 1,361 vest on each of the first and third anniversary of the grant date and 1,362 vest on each of the second and fourth anniversary of the grant date (March 5, 2015).
- (12) These options vest in accordance with the following schedule: 17,064 vest on each of the first and third anniversary of the grant date and 17,065 vest on each of the second and fourth anniversary of the grant date (March 4, 2016).
- (13) These restricted stock units vest in accordance with the following schedule: 1,668 vest on each of the first through fourth anniversaries of the grant date (March 4, 2016).
- (14) These options vest in accordance with the following schedule: 15,040 vest on the first anniversary of the grant date and 15,041 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).
- (15) These restricted stock units vest in accordance with the following schedule: 1,543 vest on the first anniversary of the grant date and 1,544 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).

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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