

BAGWELL KURT L
Form 4
May 04, 2012

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 *
BAGWELL KURT L

2. Issuer Name and Ticker or Trading Symbol
SBA COMMUNICATIONS CORP
[SBAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
President - International

(Last) (First) (Middle)

C/O SBA COMMUNICATIONS CORPORATION, 5900 BROKEN SOUND PARKWAY, NW

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2012

BOCA RATON, FL 33487

(City) (State) (Zip)

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

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 or Price		
Class A Common Stock	05/03/2012		M		\$ 65,000	A	\$ 32.39 163,929 D
Class A Common Stock	05/03/2012		M		\$ 21,083	A	\$ 19.68 185,012 D
Class A Common Stock	05/03/2012		M		\$ 19,571	A	\$ 35.71 204,583 D

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Class A Common Stock	05/03/2012	M	10,879	A	\$ 42.15	215,462	D
Class A Common Stock	05/03/2012	S	116,533	D	\$ <u>(1)</u> 54.88	98,929	D
Class A Common Stock	05/04/2012	<u>G(2)</u>	4,000	D	\$ 0	94,929	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)	\$ 32.39	05/03/2012		M	65,000	<u>(3)</u> 02/28/2015	Class A Common Stock 65,000
Stock Options (Right to Buy)	\$ 19.68	05/03/2012		M	21,083	<u>(4)</u> 03/05/2016	Class A Common Stock 21,083
Stock Options (Right to Buy)	\$ 35.71	05/03/2012		M	19,571	<u>(5)</u> 03/04/2017	Class A Common Stock 19,571
Restricted Stock Units	<u>(6)</u>					<u>(7)</u> <u>(7)</u>	Class A Common Stock 4,467
Stock Options	\$ 42.15	05/03/2012		M	10,879	<u>(8)</u> 03/04/2018	Class A Common 10,879

(Right to Buy)					Stock	
Restricted Stock Units	(6)		(9)	(9)	Class A Common Stock	7,512
Stock Options (Right to Buy)	\$ 47.52		(10)	03/06/2019	Class A Common Stock	44,908
Restricted Stock Units	(6)		(11)	(11)	Class A Common Stock	9,931

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAGWELL KURT L C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487			President - International	

Signatures

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

05/04/2012

**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) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transactions ranged from \$54.56 to \$55.21 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 sold at each separate price.
 - (2) The reporting person transferred these shares as a gift in an exempt transaction pursuant to Rule 16b-5 of the Exchange Act.
 - (3) These options are immediately exercisable.
 - (4) These options vest in accordance with the following schedule: 21,083 vest on each of the first through fourth anniversaries of the grant date (March 5, 2009).
 - (5) These options vest in accordance with the following schedule: 9,785 vest on each of the first and the third anniversary of the grant date and 9,786 vest on each of the second and the fourth anniversary of the grant date (March 4, 2010).
 - (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: 2,233 vest on each of the first through the third anniversaries of the grant date and 2,234 vest on the fourth anniversary of the grant date (March 4, 2010).
 - (8) These options vest in accordance with the following schedule: 10,879 vest on the first anniversary of the grant date and 10,880 vest on each of the second through fourth anniversaries of the grant date (March 4, 2011).
 - (9)

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These restricted stock units vest in accordance with the following schedule: 2,504 vest on each of the first through fourth anniversaries of the grant date (March 4, 2011).

- (10) These options vest in accordance with the following schedule: 11,227 vest on each of the first through fourth anniversaries of the grant date (March 6, 2012).
- (11) These restricted stock units vest in accordance with the following schedule: 2,482 vest on the first anniversary of the grant date and 2,483 vest on each of the second through fourth anniversaries of the grant date (March 6, 2012).

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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