

LANGER JACK

Form 4

November 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANGER JACK

(Last) (First) (Middle)

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

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

SBA COMMUNICATIONS CORP
[SBAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/15/2012		M		25,000	A	\$ 3.78	27,141	D
Class A Common Stock	11/15/2012		M		10,000	A	\$ 14.8	37,141	D
Class A Common Stock	11/15/2012		M		10,000	A	\$ 26.36	47,141	D

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Class A Common Stock	11/15/2012	M	10,000	A	\$ 30.07	57,141	D
Class A Common Stock	11/15/2012	M	9,514	A	\$ 34.49	66,655	D
Class A Common Stock	11/15/2012	M	9,374	A	\$ 24.38	76,029	D
Class A Common Stock	11/15/2012	M	1,361	A	\$ 32.81	77,390	D
Class A Common Stock	11/15/2012	M	672	A	\$ 37.76	78,062	D
Class A Common Stock	11/15/2012	F	471 ⁽¹⁾	D	\$ 66	77,591	D
Class A Common Stock	11/15/2012	F	37,781 ⁽¹⁾	D	\$ 64.84	39,810	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)	\$ 3.78	11/15/2012		M		25,000		<u>(2)</u>	05/06/2014	Class A Common Stock	25,000
	\$ 14.8	11/15/2012		M		10,000		(2)	07/22/2015		10,000

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Stock Options (Right to Buy)								Class A Common Stock	
Stock Options (Right to Buy)	\$ 26.36	11/15/2012	M	10,000	<u>(2)</u>	05/05/2016		Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 30.07	11/15/2012	M	10,000	<u>(2)</u>	05/17/2014		Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 34.49	11/15/2012	M	9,514	<u>(2)</u>	05/06/2015		Class A Common Stock	9,514
Stock Options (Right to Buy)	\$ 24.38	11/15/2012	M	9,374	<u>(2)</u>	05/07/2016		Class A Common Stock	9,374
Stock Options (Right to Buy)	\$ 32.81	11/15/2012	M	1,361	<u>(3)</u>	05/06/2017		Class A Common Stock	1,361
Restricted Stock Units	<u>(4)</u>				<u>(5)</u>	<u>(5)</u>		Class A Common Stock	622
Stock Options (Right to Buy)	\$ 37.76	11/15/2012	M	672	<u>(6)</u>	05/04/2018		Class A Common Stock	672
Restricted Stock Units	<u>(4)</u>				<u>(7)</u>	<u>(7)</u>		Class A Common Stock	1,230
Stock Options (Right to Buy)	\$ 50.35				<u>(8)</u>	05/17/2019		Class A Common Stock	1,643
Restricted Stock Units	<u>(4)</u>				<u>(9)</u>	<u>(9)</u>		Class A Common Stock	1,449

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

X

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

11/16/2012

 **Signature of Reporting Person

Date _____

* 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) Shares withheld for payment of tax liability and option exercise price.
- (2) These options are immediately exercisable.

These options vest in accordance with the following schedule: 680 vest on the earlier of May 6, 2011 or the day immediately prior to the 2011 annual meeting of shareholders; 681 vest on the earlier of May 6, 2012 or the day immediately prior to the 2012 annual meeting of shareholders; and 681 vest on the earlier of May 6, 2013 or the day immediately prior to the 2013 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: 622 vest on the earlier of May 6, 2011 or the day immediately prior to the 2011 annual meeting of shareholders; 622 vest on the earlier of May 6, 2012 or the day immediately prior to the 2012 annual meeting of shareholders; and 622 vest on the earlier of May 6, 2013 or the day immediately prior to the 2013 annual meeting of shareholders.

- (5) prior to the 2011 annual meeting of shareholders; 622 vest on the earlier of May 6, 2012 or the day immediately prior to the 2012 annual meeting of shareholders; and 622 vest on the earlier of May 6, 2013 or the day immediately prior to the 2013 annual meeting of shareholders.

These options vest in accordance with the following schedule: 672 vest on the earlier of May 4, 2012 or the day immediately prior to the 2012 annual meeting of shareholders; 671 vest on the earlier of May 4, 2013 or the day immediately prior to the 2013 annual meeting of shareholders; and 672 vest on the earlier of May 4, 2014 or the day immediately prior to the 2014 annual meeting of shareholders.

- (6) 2012 annual meeting of shareholders; 671 vest on the earlier of May 4, 2013 or the day immediately prior to the 2013 annual meeting of shareholders; and 672 vest on the earlier of May 4, 2014 or the day immediately prior to the 2014 annual meeting of shareholders.

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.

- (7) 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.

- (8) 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.

- (9) 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.

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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