

SILBERSTEIN JASON V
 Form 4
 March 19, 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 *
 SILBERSTEIN JASON V

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)
 C/O SBA COMMUNICATIONS CORPORATION, 8051 CONGRESS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 03/15/2019

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP - Site Leasing

(Street)
 BOCA RATON, FL 33487

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/15/2019 | | M | | 46,965 | A | \$ 124.59 |
| Class A Common Stock | 03/15/2019 | | S | | 21,567 | D | \$ 190.52 |
| Class A Common Stock | 03/15/2019 | | S | | 29,802 | D | \$ 190.85 |

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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) | \$ 124.59 | 03/15/2019 | | M | 46,965 | (3) 03/05/2022 | Class A Common Stock 46,965 |
| Stock Options (Right to Buy) | \$ 96.58 | | | | | (4) 03/04/2023 | Class A Common Stock 58,918 |
| Restricted Stock Units | (5) | | | | | (6) (6) | Class A Common Stock 1,440 |
| Stock Options (Right to Buy) | \$ 115.17 | | | | | (7) 03/06/2024 | Class A Common Stock 50,262 |
| Restricted Stock Units | (5) | | | | | (8) (8) | Class A Common Stock 2,580 |
| Stock Options (Right to Buy) | \$ 156.5 | | | | | (9) 03/06/2025 | Class A Common Stock 40,556 |
| Restricted Stock Units | (5) | | | | | (10) (10) | Class A Common Stock 3,171 |
| Stock Options | \$ 182.3 | | | | | (11) 03/06/2026 | Class A Common 44,592 |

| | | | | | |
|------------------------|-----|------|------|----------------------|-------|
| (Right to Buy) | | | | Stock | |
| Restricted Stock Units | (5) | (12) | (12) | Class A Common Stock | 4,147 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| SILBERSTEIN JASON V C/O SBA COMMUNICATIONS CORPORATION 8051 CONGRESS AVENUE BOCA RATON, FL 33487 | | | | EVP - Site Leasing |

Signatures

/s/ Thomas P. Hunt, 03/19/2019
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).
- (1) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$190.00 to \$190.70 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) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$190.71 to \$191.07 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.
- (3) These options are immediately exercisable.
- (4) These options vest in accordance with the following schedule: 14,729 vest on each of the first and the third anniversary of the grant date and 14,730 vest on each of the second and the fourth anniversary of the grant date (March 4, 2016).
- (5) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (6) These restricted stock units vest in accordance with the following schedule: 1,439 vest on the first anniversary of the grant date and 1,440 vest on each of the second through fourth anniversaries of the grant date (March 4, 2016).
- (7) These options vest in accordance with the following schedule: 12,565 vest on each of the first and the second anniversary of the grant date and 12,566 vest on each of the third and the fourth anniversary of the grant date (March 6, 2017).
- (8) These restricted stock units vest in accordance with the following schedule: 1,289 vest on the first anniversary of the grant date and 1,290 vest on each of the second through fourth anniversaries of the grant date (March 6, 2017).
- (9) These options vest in accordance with the following schedule: 10,139 vest on each of the first through fourth anniversaries of the grant date (March 6, 2018).
- (10) These restricted stock units vest in accordance with the following schedule: 1,056 vest on the first anniversary of the grant date and 1,057 vest on each of the second through fourth anniversaries of the grant date (March 6, 2018).
- (11) These options vest in accordance with the following schedule: 11,148 vest on each of the first through fourth anniversaries of the grant date (March 6, 2019).
- (12)

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These restricted stock units vest in accordance with the following schedule: 1,036 vest on first anniversary of the grant date and 1,037 vest on each of the second through 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.