

Edgar Filing: STOOPS JEFFREY - Form 4

| | | | |
|----------------------------|---------|---|---|
| Class A Common Stock | 3,950 | I | By Trust ⁽²⁾ |
| Class A Common Stock | 3,950 | I | By Trust ⁽²⁾ |
| Class A Common Stock | 3,350 | I | By Trust ⁽²⁾ |
| Class A Common Stock | 569,863 | I | By Limited Partnership ⁽³⁾ |

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

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SEC 1474
(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) | Amount of Number of Shares | |
|---|---|---|---|---|--|--|---|----------------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to Buy) | \$ 8.56 | 11/17/2011 | | M | 32,068 | ⁽⁴⁾ | 02/01/2015 | Class A Common Stock | 32,068 |
| Stock Options (Right to Buy) | \$ 19.1 | | | | | ⁽⁴⁾ | 01/19/2016 | Class A Common Stock | 137,265 |
| Stock Options (Right to Buy) | \$ 28.54 | | | | | ⁽⁴⁾ | 02/26/2014 | Class A Common Stock | 142,500 |
| Stock Options (Right to Buy) | \$ 32.39 | | | | | ⁽⁵⁾ | 02/28/2015 | Class A Common Stock | 150,000 |

Buy)

| | | | | | |
|------------------------------|----------|------|------------|----------------------|---------|
| Stock Options (Right to Buy) | \$ 19.68 | (6) | 03/05/2016 | Class A Common Stock | 194,605 |
| Stock Options (Right to Buy) | \$ 35.71 | (7) | 03/04/2017 | Class A Common Stock | 84,598 |
| Restricted Stock Units | (8) | (9) | (9) | Class A Common Stock | 14,481 |
| Stock Options (Right to Buy) | \$ 42.15 | (10) | 03/04/2018 | Class A Common Stock | 97,483 |
| Restricted Stock Units | (8) | (11) | (11) | Class A Common Stock | 22,435 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STOOPS JEFFREY C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY, NW BOCA RATON, FL 33487 | X | | Chief Executive Officer & Pres | |

Signatures

/s/ Joshua M. Koenig, 11/17/2011
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 transactions ranged from \$39.35 to \$39.65 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) Each of the four different trusts is for the benefit of one of the reporting person's four children.
 - (3) These shares are owned by Calculated Risk Partners, L.P., a Delaware limited partnership ("CRLP"). The Reporting Person and his spouse control the general partner of CRLP. The Reporting Person disclaims beneficial ownership of the stock owned by CRLP except to the extent of his pecuniary interest therein.
 - (4) These options are immediately exercisable.

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- (5) These options vest in accordance with the following schedule: 37,500 vest on each of the first through fourth anniversaries of the grant date (February 28, 2008).
- (6) These options vest in accordance with the following schedule: 48,651 vest on each of the first through the third anniversaries of the grant date and 48,652 vest on the fourth anniversary of the grant date (March 5, 2009).
- (7) These options vest in accordance with the following schedule: 21,149 vest on each of the first and the third anniversary of the grant date and 21,150 vest on each of the second and the fourth anniversary of the grant date (March 4, 2010).
- (8) Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock.
- (9) These restricted stock units vest in accordance with the following schedule: 4,827 vest on each of the first through the fourth anniversaries of the grant date (March 4, 2010).
- (10) These options vest in accordance with the following schedule: 24,370 vest on the first anniversary of the grant date and 24,371 vest on each of the second through fourth anniversaries of the grant date (March 4, 2011).
- (11) These restricted stock units vest in accordance with the following schedule: 5,608 vest on the first anniversary of the grant date and 5,609 vest on each of the second through fourth anniversaries of the grant date (March 4, 2011).

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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