

Ciarfella Mark R
 Form 4
 February 03, 2011

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 *
 Ciarfella Mark R

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)
 02/02/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP - Operations

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/02/2011		M	A	\$ 4,000	4,000	D
Class A Common Stock	02/02/2011		S ⁽¹⁾	D	\$ 42	0	D

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.98					(2) 08/02/2014	Class A Common Stock	25,000
Stock Options (Right to Buy)	\$ 32.39	02/02/2011		M	4,000	(3) 02/28/2015	Class A Common Stock	4,000
Stock Options (Right to Buy)	\$ 19.68					(4) 03/05/2016	Class A Common Stock	29,213
Stock Options (Right to Buy)	\$ 35.71					(5) 03/04/2017	Class A Common Stock	12,626
Restricted Stock Units	(6)					(7) (7)	Class A Common Stock	2,881

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ciarfella Mark R
C/O SBA COMMUNICATIONS CORPORATION
5900 BROKEN SOUND PARKWAY, NW
BOCA RATON, FL 33487

SVP - Operations

Signatures

/s/ Mark R.
Ciarfella

02/03/2011

 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) The sale occurred pursuant to an existing Rule 10b5-1 plan adopted by the Reporting Person.
- (2) These options vest in accordance with the following schedule: 6,250 vest on each of the first through fourth anniversaries of the grant date (August 2, 2007).
- (3) These options vest in accordance with the following schedule: 4,000 vest on each of the first through fourth anniversaries of the grant date (February 28, 2008).
- (4) These options vest in accordance with the following schedule: 7,303 vest on each of the first through third anniversaries of the grant date and 7,304 vest on the fourth anniversary of the grant date (March 5, 2009).
- (5) These options vest in accordance with the following schedule: 3,156 vest on each of the first and third anniversaries of the grant date and 3,157 vest on each of the second and fourth anniversaries 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: 720 vest on each of the first through third anniversaries of the grant date and 721 vest on the fourth anniversary of the grant date (March 4, 2010).

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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