

LANGER JACK  
Form 5  
February 08, 2013

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
LANGER JACK

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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2012

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

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 Reporting

(check applicable line)

BOCA RATON, FL 33487

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Class A Common Stock	12/03/2012		G <sup>(1)</sup>	29,660 D \$ 0 0		D	
Class A Common Stock	12/03/2012		G <sup>(1)</sup>	29,660 A \$ 0 29,660		I	By Trust <sup>(2)</sup>

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options (Right to Buy)	\$ 32.81	12/19/2012	Â	G <sup>(1)</sup>	Â	681	Â <sup>(3)</sup>	05/06/2017	Class A Common Stock	681
Stock Options (Right to Buy)	\$ 32.81	12/19/2012	Â	G <sup>(1)</sup>	681	Â	Â <sup>(3)</sup>	05/06/2017	Class A Common Stock	681
Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	Â	622	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Class A Common Stock	622
Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	622	Â	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Class A Common Stock	622
Stock Options (Right to Buy)	\$ 37.76	12/19/2012	Â	G <sup>(1)</sup>	Â	1,343	Â <sup>(6)</sup>	05/04/2018	Class A Common Stock	1,343
Stock Options (Right to Buy)	\$ 37.76	12/19/2012	Â	G <sup>(1)</sup>	1,343	Â	Â <sup>(6)</sup>	05/04/2018	Class A Common Stock	1,343
Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	Â	1,230	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Class A Common Stock	1,230
Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	1,230	Â	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Class A Common Stock	1,230
Stock	\$ 50.35	12/19/2012	Â	G <sup>(1)</sup>	Â	1,643	Â <sup>(8)</sup>	05/17/2019	Class A	1,643

	Options (Right to Buy)									Common Stock	
	Stock Options (Right to Buy)	\$ 50.35	12/19/2012	Â	G <sup>(1)</sup>	1,643	Â	Â <sup>(8)</sup>	05/17/2019	Class A Common Stock	1.6
	Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	Â	1,449	Â <sup>(9)</sup>	Â <sup>(9)</sup>	Class A Common Stock	1,4
	Restricted Stock Units	Â	12/19/2012	Â	G <sup>(1)</sup>	1,449	Â	Â <sup>(9)</sup>	Â <sup>(9)</sup>	Class A Common Stock	1,4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGER JACK C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY NW BOCA RATON, FL 33487	Â X	Â	Â	Â

## Signatures

/s/ Joshua M. Koenig, Attorney-in-Fact	02/08/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 reporting person gifted these securities to The Jack Langer 2012 Irrevocable Family Trust for estate planning purposes. The trustee of the trust is the reporting person's spouse. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
  - (2) These securities are held by The Jack Langer 2012 Irrevocable Family Trust. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
  - (3) 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.
  - (5) 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.
  - (6) 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.

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(7) 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.

(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.

(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.

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