

BERNSTEIN STEVEN E
 Form 4
 May 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 BERNSTEIN STEVEN E

2. Issuer Name and Ticker or Trading Symbol
 SBA COMMUNICATIONS CORP
 [SBAC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman

(Last) (First) (Middle)
 C/O SBA COMMUNICATIONS CORPORATION, 5900 BROKEN SOUND PARKWAY N.W.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/17/2012

BOCA RATON, FL 33487
 (City) (State) (Zip)

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

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)	Code	V	Amount	(D)	Price

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)

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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. D S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.8					<u>(1)</u> 07/22/2015	Class A Common Stock		6,667
Stock Options (Right to Buy)	\$ 26.36					<u>(1)</u> 05/05/2016	Class A Common Stock		10,000
Stock Options (Right to Buy)	\$ 30.07					<u>(1)</u> 05/17/2014	Class A Common Stock		10,000
Stock Options (Right to Buy)	\$ 34.49					<u>(1)</u> 05/06/2015	Class A Common Stock		9,514
Stock Options (Right to Buy)	\$ 24.38					<u>(1)</u> 05/07/2016	Class A Common Stock		9,374
Stock Options (Right to Buy)	\$ 32.81					<u>(2)</u> 05/06/2017	Class A Common Stock		2,042
Restricted Stock Units	<u>(3)</u>					<u>(4)</u>	<u>(4)</u> Class A Common Stock		622
Stock Options (Right to Buy)	\$ 37.76					<u>(5)</u> 05/04/2018	Class A Common Stock		2,015
Restricted Stock Units	<u>(3)</u>					<u>(6)</u>	<u>(6)</u> Class A Common Stock		1,230

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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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