

STOOPS JEFFREY
Form 4
September 12, 2005

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 *
STOOPS JEFFREY

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)
09/12/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer & Pres

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	04/06/2005		G ⁽⁹⁾	V	1,250	D	\$ 0
Class A Common Stock	04/12/2005		G ⁽⁹⁾	V	1,700	D	\$ 0
Class A Common Stock	09/12/2005		M		150,000	A	\$ 2.1
Class A Common Stock	09/12/2005		M		48,750	A	\$

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Common Stock	4.25			
Class A Common Stock		919,863	I	By Limited Partnership ⁽⁸⁾

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)	\$ 15.25					⁽¹⁾	12/16/2009	Class A Common Stock	89,180
Stock Options (Right to buy)	\$ 34.69					⁽¹⁾	01/08/2006	Class A Common Stock	97,500
Stock Options (Right to buy)	\$ 21.95					⁽²⁾	07/03/2006	Class A Common Stock	32,500
Stock Options (Right to buy)	\$ 12.94					⁽³⁾	01/07/2012	Class A Common Stock	180,000
Stock Options (Right to buy)	\$ 2.1	09/12/2005		M	150,000	⁽⁴⁾	05/14/2013	Class A Common Stock	150,000
Stock Options (Right to buy)	\$ 4.25	09/12/2005		M	48,750	⁽⁵⁾	02/11/2014	Class A Common Stock	48,750

buy)

Stock

Options (Right to buy) \$ 8.56

(6)

02/01/2015

Class A Common Stock 175,000

Reporting Owners

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

Signatures

/s/ Jeffrey A.

09/12/2005

Stoops

**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) These options are immediately exercisable.
- (2) These options vest in accordance with the following schedule: 8,125 vest on each of the first through fourth anniversaries of the grant date.
- (3) These options vest in accordance with the following schedule: 45,000 vest on each of the first through fourth anniversaries of the grant date.
- (4) These options vest in accordance with the following schedule: 75,000 vest on each of the first through fourth anniversaries of the grant date.
- (5) These options vest in accordance with the following schedule: 48,750 vest on each of the first through fourth anniversaries of the grant date.
- (6) These options vest in accordance with the following schedule: 43,750 vest on each of the first through fourth anniversaries of the grant date.
- (7) Includes 2,227 shares acquired under the SBA Communications Corporation 1999 Employee Stock Purchase Plan on May 31, 2005. These shares are owned by Calculated Risk Partners, L.P., a Delaware limited partnership ("CRLP") the reporting person and his spouse
- (8) 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.
- (9) The reporting person transferred these shares as a gift in an exempt transaction pursuant to Rule 16b-5 of the Exchange Act.

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.