

COCROFT DUNCAN
 Form 4
 May 11, 2009

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 *
 COCROFT DUNCAN

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)
 05/07/2009

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 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	

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

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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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.67					(1) 08/10/2014	Class A Common Stock	50,000
Stock Options (Right to Buy)	\$ 14.8					(2) 07/22/2015	Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 26.36					(2) 05/05/2016	Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 30.07					(3) 05/17/2014	Class A Common Stock	10,000
Stock Options (Right to Buy)	\$ 34.49					(4) 05/06/2015	Class A Common Stock	9,514
Stock Options (Right to Buy)	\$ 24.38	05/07/2009		A	9,374	(5) 05/07/2016	Class A Common Stock	9,374

Reporting Owners

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

Signatures

/s/ Thomas P. Hunt,
Attorney-in-Fact

05/11/2009

__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 vest in accordance with the following schedule: 10,000 vest on each of the first through fifth anniversaries of the grant date (August 10, 2004).
- (2) These options are immediately exercisable.
These options vest in accordance with the following schedule: 3,333 vested on the earlier of the first anniversary of the grant date or the day immediately prior to the 2008 annual meeting of shareholders; 3,333 vested on the earlier of the second anniversary of the grant date or the day immediately prior to the 2009 annual meeting of shareholders; and 3,334 vest on the earlier of the third anniversary of the grant date or the day immediately prior to the 2010 annual meeting of shareholders.
- (3) These options vest in accordance with the following schedule: 3,171 vested on the earlier of the first anniversary of the grant date or the day immediately prior to the 2009 annual meeting of shareholders; 3,171 vest on the earlier of the second anniversary of the grant date or the day immediately prior to the 2010 annual meeting of shareholders; and 3,172 vest on the earlier of the third anniversary of the grant date or the day immediately prior to the 2011 annual meeting of shareholders.
- (4) These options vest in accordance with the following schedule: 3,125 vested on the earlier of the first anniversary of the grant date or the day immediately prior to the 2010 annual meeting of shareholders; 3,124 vest on the earlier of the second anniversary of the grant date or the day immediately prior to the 2011 annual meeting of shareholders; and 3,125 vest on the earlier of the third anniversary of the grant date or the day immediately prior to the 2012 annual meeting of shareholders.
- (5) These options vest in accordance with the following schedule: 3,125 vest on the earlier of the first anniversary of the grant date or the day immediately prior to the 2010 annual meeting of shareholders; 3,124 vest on the earlier of the second anniversary of the grant date or the day immediately prior to the 2011 annual meeting of shareholders; and 3,125 vest on the earlier of the third anniversary of the grant date or the day immediately prior to the 2012 annual meeting of shareholders.

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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