

Cavanagh Brendan Thomas
 Form 4
 August 24, 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 *
 Cavanagh Brendan Thomas

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)
 08/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 08/23/2005 | | M | 9,000 | A \$ 8 | 35,325 ⁽¹¹⁾ | D |
| Class A Common Stock | 08/23/2005 | | S | 15,000 | D \$ 14.52 | 20,325 | D |
| Class A Common Stock | 08/23/2005 | | S | 10,000 | D \$ 14.53 | 10,325 | D |

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Class A
Common Stock 08/23/2005 S 4,000 D \$ 14.65 6,325 D

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 | 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. De | |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 4.15 | | | | | (1) 06/08/2014 | | Class A Common Stock | 11,250 |
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | | M | 1,250 | (2) 12/16/2009 | | Class A Common Stock | 1,250 |
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | | M | 3,500 | (3) 09/13/2010 | | Class A Common Stock | 3,500 |
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | | M | 68 | (4) 12/19/2007 | | Class A Common Stock | 68 |
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | | M | 1,682 | (5) 12/19/2007 | | Class A Common Stock | 1,682 |
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | | M | 552 | (6) 01/07/2012 | | Class A Common Stock | 552 |

Buy)

| | | | | | | | | |
|------------------------------|---------|------------|---|-------|-------------|------------|----------------------|--------|
| Stock Options (Right to Buy) | \$ 8 | 08/23/2005 | M | 1,948 | <u>(7)</u> | 01/07/2012 | Class A Common Stock | 1,948 |
| Stock Options (Right to Buy) | \$ 2.1 | | | | <u>(8)</u> | 05/14/2013 | Class A Common Stock | 2,500 |
| Stock Options (Right to Buy) | \$ 4.25 | | | | <u>(9)</u> | 02/11/2014 | Class A Common Stock | 26,250 |
| Stock Options (Right to Buy) | \$ 8.56 | | | | <u>(10)</u> | 02/01/2015 | Class A Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cavanagh Brendan Thomas C/O SBA COMMUNICATIONS CORPORATION 5900 BROKEN SOUND PARKWAY NW BOCA RATON, FL 33487 | | | Chief Accounting Officer | |

Signatures

/s/ Brendan T.
Cavanagh

08/24/2005

__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: 3,750 vest on each of the first through fourth anniversaries of the grant date.
 - (2) These options vest in accordance with the following schedule: 416 vest on the six month anniversary of the grant date and 417 vest on each of the eighteen, thirty and forty-two month anniversaries of the grant date.
 - (3) These options vest in accordance with the following schedule: 1,166 vest on the six month anniversary of the grant date and 1,167 vest on each of the eighteen, thirty and forty-two month anniversaries of the grant date.
 - (4) These options vest in accordance with the following schedule: 22 vest on the six month anniversary of the grant date and 23 vest on each of the eighteen, thirty and forty-two month anniversaries of the grant date.
 - (5) These options vest in accordance with the following schedule: 560 vest on the six month anniversary of the grant date and 561 vest on each of the eighteen, thirty and forty-two month anniversaries of the grant date.

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- (6) These options vest in accordance with the following schedule: 184 vest on each of the six, eighteen, thirty and forty-two month anniversaries of the grant date.
- (7) These options vest in accordance with the following schedule: 649 vest on each of the six and thirty month anniversaries of the grant date and 650 vest on each of the eighteen and forty-two month anniversaries of the grant date.
- (8) These options vest in accordance with the following schedule: 12,500 vest on each of the first through fourth anniversaries of the grant date.
- (9) These options vest in accordance with the following schedule: 8,750 vest on each of the first through fourth anniversaries of the grant date.
- (10) These options vest in accordance with the following schedule: 10,000 vest on each of the first through fourth anniversaries of the grant date.
- (11) Includes 104 shares acquired under the SBA Communications Corporation 1999 Employee Stock Purchase Plan on May 31, 2005.

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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