

LANDRY C KEVIN
Form 4
May 09, 2011

FORM 4

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

OMB APPROVAL

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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 *
LANDRY C KEVIN

2. Issuer Name and Ticker or Trading Symbol
METROPCS COMMUNICATIONS INC [PCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2011

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

TA ASSOCIATES, 200
CLARENDON STREET, 56TH
FLOOR

(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

BOSTON, MA 02116

(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)
			Code	V	Amount or Price		
Common Stock	05/05/2011		M		120,000 A \$ 7.1533		D
Common Stock	05/05/2011		M		30,000 A \$ 7.1533		D
Common Stock	05/05/2011		M		30,000 A \$ 11.3333		D
Common Stock	05/05/2011		M		16,800 A \$ 16.2		D
	05/05/2011		M		12,133 A \$ 14.43		D

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Common Stock									
Common Stock	05/05/2011		M	6,066	A	\$ 6.73	230,968	D	
Common Stock	05/05/2011		M	933	A	\$ 14.4	231,901	D	
Common Stock	05/05/2011		S	215,932	D	\$ 17.5165	15,969	D	
Common Stock	05/05/2011		S	5,969	D	\$ 17.4703	10,000 ⁽⁹⁾	D	
Common Stock							72,041	I	See Footnote 1 ⁽¹⁾

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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.1533	05/05/2011		M	(A) 120,000	⁽²⁾	09/21/2015	Common Stock	120,000
Stock Option (right to buy)	\$ 7.1533	05/05/2011		M	(A) 30,000	⁽³⁾	03/14/2016	Common Stock	30,000
Stock Option (right to buy)	\$ 11.3333	05/05/2011		M	(A) 30,000	⁽⁴⁾	01/26/2017	Common Stock	30,000
Stock Option	\$ 16.2	05/05/2011		M	(A) 16,800	⁽⁵⁾	03/07/2018	Common Stock	16,800

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- This option was granted on March 4, 2009. This option vests over a period of three years as follows: beginning on April 4, 2009, the
- (6) option vests upon the Reporting Person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
 - (7) This option was granted on March 11, 2010. This option vests over a period of three years upon the reporting person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
 - (8) This option was granted on February 28, 2011. This option vests over a period of three years upon the reporting person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
 - (9) These shares of restricted stock vest over a period of three years upon the reporting person's completion of each quarter of service in a series of twelve (12) successive equal quarterly installments.

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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