

LANDRY C KEVIN  
Form 4  
February 09, 2012

**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 \*  
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)  
02/07/2012

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 (A) or (D) Price			
Common Stock	02/07/2012		A	6,000 A \$ 0	16,000 <sup>(1)</sup>	D	
Common Stock					72,041	I	See Footnote 2 <sup>(2)</sup>

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

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number.

**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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 14.43					(3) 03/04/2019	Common Stock	4,667
Stock Option (right to buy)	\$ 6.73					(4) 03/11/2020	Common Stock	10,734
Stock Option (right to buy)	\$ 14.4					(5) 02/28/2021	Common Stock	15,867
Stock Option (right to buy)	\$ 9.55	02/07/2012		A	16,800	(6) 02/07/2022	Common Stock	16,800

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LANDRY C KEVIN  
TA ASSOCIATES  
200 CLARENDON STREET, 56TH FLOOR  
BOSTON, MA 02116

X

## Signatures

C. Kevin Landry By Thomas P. Alber,  
Attorney-in-Fact

02/09/2012

\_\_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 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.

The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in shares of Common Stock held by TA Investors II L.P. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of 72,041 shares of Common Stock as to which he holds a pecuniary interest.

(3) 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 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.

(4) 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.

(5) 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.

(6) This option was granted on February 7, 2012. 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.

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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