

BARNES W MICHAEL

Form 4

May 02, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 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 *
BARNES W MICHAEL

(Last) (First) (Middle)

**C/O T-MOBILE US, INC., 12920 SE
 38TH STREET**

(Street)

BELLEVUE, WA 98006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
T-Mobile US, Inc. [TMUS]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/30/2013

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | | | | (A) or (D) | 24,272 (1) (2) | D | |

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

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SEC 1474
 (9-02)

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. Price of Deriva Securit (Instr. 3) | |
|---|---|---|---|---|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 6.21 ⁽³⁾ | | | | | ⁽⁴⁾ | 12/30/2015 | Common Stock | 1,518 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 24.31 ⁽³⁾ | | | | | ⁽⁴⁾ | 03/07/2018 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 20.77 ⁽³⁾ | | | | | ⁽⁴⁾ | 03/04/2019 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 5.37 ⁽³⁾ | | | | | ⁽⁴⁾ | 03/11/2020 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 20.71 ⁽³⁾ | | | | | ⁽⁴⁾ | 02/28/2021 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 11.01 ⁽³⁾ | | | | | ⁽⁴⁾ | 02/07/2022 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 11.49 ⁽³⁾ | | | | | ⁽⁴⁾ | 02/05/2023 | Common Stock | 8,400 ⁽³⁾ ⁽⁴⁾ |
| Stock Option (right to buy) | \$ 2.85 ⁽³⁾ | | | | | ⁽⁴⁾ | 12/14/2014 | Common Stock | 11,400 ⁽³⁾ ⁽⁴⁾ |
| | \$ 6.21 ⁽³⁾ | | | | | ⁽⁴⁾ | 03/14/2016 | | |

| | | | | | |
|--------------------------------------|-----------------|-----|------------|-----------------|-------------------|
| Stock Option (right to buy) | | | | Common Stock | 22,500 (3) (4) |
| Stock Option (right to buy) | \$ 14.57 (3) | (4) | 01/26/2017 | Common Stock | 22,500 (3) (4) |
| Stock Option (right to buy) | \$ 6.17 (3) | (4) | 08/03/2015 | Common Stock | 25,825 (3) (4) |
| Stock Option (right to buy) | \$ 2.88 (3) | (4) | 05/19/2014 | Common Stock | 37,500 (3) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARNES W MICHAEL C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006 | | | X | |

Signatures

/s/ Catherine Noyes, as Attorney in Fact for W. Michael
Barnes

05/02/2013

__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) The number of shares, including shares subject to the reporting person's restricted stock awards, has been adjusted to reflect the reverse stock split implemented pursuant to the Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013 (the "Agreement"), by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA, Inc. and MetroPCS Communications, Inc.

(2) The vesting of the reporting person's restricted stock awards was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of an equity plan of MetroPCS Communications, Inc. (the "Plan"). Under the terms of the Agreement, the reporting person also received a cash payment of \$4.0491 per share on a pre-reverse stock split basis with respect to vested shares held pursuant to the awards.

(3) The exercise price of and number of shares subject to this stock option have been adjusted to reflect the reverse stock split implemented and cash payments made pursuant to the Agreement.

(4) To the extent not already vested as of April 30, 2013, the vesting of this stock option was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of the Plan.

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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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