

LANDRY C KEVIN
Form 4
February 28, 2013

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)
02/05/2013

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

C/O METROPCS COMMUNICATIONS, INC., 2250 LAKESIDE BOULEVARD

(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

RICHARDSON, TX 75082

(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	02/05/2013		A	6,000 (1)	\$ 0	22,000	D
Common Stock					72,041	I	See Footnote (2)

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)	\$ 9.79	02/05/2013		A	16,800	<u>(3)</u> 02/05/2023	Common Stock	16,800
Stock Option (right to buy)	\$ 14.43					<u>(4)</u> 03/04/2019	Common Stock	4,667
Stock Option (right to buy)	\$ 6.73					<u>(5)</u> 03/11/2020	Common Stock	10,734
Stock Option (right to buy)	\$ 14.4					<u>(6)</u> 02/28/2021	Common Stock	15,867
Stock Option (right to buy)	\$ 9.55					<u>(7)</u> 02/07/2022	Common Stock	16,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANDRY C KEVIN C/O METROPCS COMMUNICATIONS, INC. 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082	X			

Signatures

/s/ Thomas P. Alber, as Attorney-in-Fact for C. Kevin
Landry

02/28/2013

__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) 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 February 5, 2013. 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.