

LANDRY C KEVIN
Form 4
March 06, 2009

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)
03/04/2009

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)
				(A) or (D) Price			
Common Stock					3,969	D	
Common Stock					376,172	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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SEC 1474 (9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.15					<u>(2)</u>	09/21/2015	Common Stock	120,000
Stock Option (right to buy)	\$ 7.15					<u>(3)</u>	03/14/2016	Common Stock	30,000
Stock Option (right to buy)	\$ 11.33					<u>(4)</u>	01/26/2017	Common Stock	30,000
Stock Option (right to buy)	\$ 16.2					<u>(5)</u>	03/07/2018	Common Stock	16,800
Stock Option (right to buy)	\$ 14.43	03/04/2009		A	16,800	<u>(6)</u>	03/04/2019	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

03/06/2009

__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).

The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in 376,172 shares of
(1) Common Stock. 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.

This option was granted on September 21, 2005. This option vests over a period of three years as follows: The option shall vest and
(2) become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).

This option was granted on March 14, 2006. This option vests over a period of three years as follows: The option shall vest and become
(3) exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).

This option was granted on January 26, 2007. This option vests over a period of three years as follows: The option shall vest and become
(4) exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (in accordance with the provisions of the Director Plan).

This option was granted on March 7, 2008. This option vests over a period of three years as follows: Beginning on April 7, 2008, the
(5) 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.

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.

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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