

METROPCS COMMUNICATIONS INC  
 Form 4  
 October 14, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 TA ASSOCIATES INC

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)  
 JOHN HANCOCK TOWER, 200  
 CLARENDON ST, 56TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/12/2010

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

BOSTON, MA 02116

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

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	10/12/2010		S <sup>(7)</sup>	1,247 <sup>(1)</sup> D	\$ 10.6691	312,560	I	See Footnote 4 <sup>(4)</sup>
Common Stock	10/12/2010		S <sup>(7)</sup>	224 <sup>(2)</sup> D	\$ 10.6691	56,098	I	See Footnote 5 <sup>(5)</sup>
Common Stock	10/12/2010		S <sup>(7)</sup>	1,216 <sup>(3)</sup> D	\$ 10.6691	305,352	I	See Footnote 6 <sup>(6)</sup>
Common	10/12/2010		S <sup>(8)</sup>	640 <sup>(1)</sup> D	\$	311,920	I	See

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Stock					10.7395				Footnote 4 <sup>(4)</sup>
Common Stock	10/12/2010		S <sup>(8)</sup>	115 <sup>(2)</sup>	D	\$ 10.7395	55,983	I	See Footnote 5 <sup>(5)</sup>
Common Stock	10/12/2010		S <sup>(8)</sup>	625 <sup>(3)</sup>	D	\$ 10.7395	304,727	I	See Footnote 6 <sup>(6)</sup>
Common Stock	10/13/2010		S <sup>(8)</sup>	640 <sup>(1)</sup>	D	\$ 10.9922	311,280	I	See Footnote 4 <sup>(4)</sup>
Common Stock	10/13/2010		S <sup>(8)</sup>	115 <sup>(2)</sup>	D	\$ 10.9922	55,868	I	See Footnote 5 <sup>(5)</sup>
Common Stock	10/13/2010		S <sup>(8)</sup>	625 <sup>(3)</sup>	D	\$ 10.9922	304,102	I	See Footnote 6 <sup>(6)</sup>
Common Stock	10/14/2010		S <sup>(8)</sup>	457 <sup>(1)</sup>	D	\$ 10.6559	310,823	I	See Footnote 4 <sup>(4)</sup>
Common Stock	10/14/2010		S <sup>(8)</sup>	82 <sup>(2)</sup>	D	\$ 10.6559	55,786	I	See Footnote 5 <sup>(5)</sup>
Common Stock	10/14/2010		S <sup>(8)</sup>	446 <sup>(3)</sup>	D	\$ 10.6559	303,656	I	See Footnote 6 <sup>(6)</sup>

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)

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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code V	(A) (D)	Title			

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X			See General Remarks
TA ASSOCIATES STRATEGIC PARTNERS FUND A LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES STRATEGIC PARTNERS FUND B LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES SPF LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA Investors II L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	10/14/2010
__Signature of Reporting Person	Date
TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	10/14/2010
__Signature of Reporting Person	Date
TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	10/14/2010
__Signature of Reporting Person	Date
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	10/14/2010
__Signature of Reporting Person	Date
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	10/14/2010

\_\_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 securities were sold solely by TA Strategic Partners Fund A L.P.
- (2) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (3) These securities were sold solely by TA Investors II L.P.
- (4) These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (5) These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (6) These securities are owned solely by TA Investors II L.P., TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on March 3, 2010 and amended on March 12, 2010.
- (8) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on August 23, 2010.

**Remarks:**

The Reporting Persons are members of a 13(d) group. The Reporting Persons have a representative on the Issuer's board of directors.

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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