

PERRY JAMES N JR

Form 4

February 09, 2012

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERRY JAMES N JR

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)
THREE FIRST NATIONAL
PLAZA, SUITE 4600

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2012

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

(Street)
CHICAGO, IL 60602

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)
Common Stock	02/07/2012		A	(A) or (D) Amount 6,000 (1)	\$ 0 18,000	D	
Common Stock					13,128 (2) (3)	I	Madison Dearborn Partners IV, L.P. (2) (3)
Common Stock					30,568,184 (2) (4)	I	Madison Dearborn Capital Partners

IV, L.P. ⁽²⁾
(4)

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.55	02/07/2012		A	16,800	⁽⁵⁾ 02/07/2022	Common Stock	16,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PERRY JAMES N JR THREE FIRST NATIONAL PLAZA SUITE 4600 CHICAGO, IL 60602	X

Signatures

/s/ Annie Terry, as Attorney in Fact for James N. Perry, Jr.

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.

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- Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of Madison Dearborn Capital Partners IV, L.P. ("MDCP"). MDP IV may be deemed to beneficially own the reported securities that are held directly by MDCP. John A. Canning, Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the securities directly held by MDP IV and MDCP. Messrs. Canning, Finnegan and Mencoff each hereby disclaims any
- (2) beneficial ownership of any securities directly held by MDP IV and/or MDCP. Mr. Perry is a limited partner of MDP IV. Mr. Perry disclaims beneficial ownership of the reported securities set forth herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) These securities are held directly by MDP IV. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (4) These securities are held directly by MDCP. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (5) The option vests over a period of three years upon the reporting person's completion of each 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.