

METROPCS COMMUNICATIONS INC  
 Form 4  
 March 11, 2008

**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)  
 TA ASSOCIATES, 200  
 CLARENDON STREET, 56TH  
 FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/07/2008

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

(Street)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,969   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 472,454   | 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  | 03/07/2008                           |  | A                              | 16,800  | <u>(5)</u> 03/07/2018                                    | 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

03/11/2008

\_\_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 472,454 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.

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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