

METROPCS COMMUNICATIONS INC
 Form 4
 May 23, 2008

FORM 4

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

OMB APPROVAL

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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)
 05/21/2008

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. Code	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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2008		S(11)		172,313 (1)	D	\$ 21.1892	20,046,852	I	See Footnote 6 (6)
Common Stock	05/21/2008		S(11)		79,778 (2)	D	\$ 21.1892	9,278,579	I	See Footnote 7 (7)
Common Stock	05/21/2008		S(11)		15,318 (3)	D	\$ 21.1892	1,779,720	I	See Footnote 8 (8)
Common	05/21/2008		S(11)		3,520 (4)	D	\$	410,625	I	See

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Stock					21.1892				Footnote 9 <u>(9)</u>
Common Stock	05/21/2008	S ⁽¹¹⁾	633 <u>(5)</u>	D	\$ 21.1892	73,720	I		See Footnote 10 <u>(10)</u>
Common Stock	05/22/2008	S ⁽¹¹⁾	156,650 <u>(1)</u>	D	\$ 20.8448	19,890,202	I		See Footnote 6 <u>(6)</u>
Common Stock	05/22/2008	S ⁽¹¹⁾	72,525 <u>(2)</u>	D	\$ 20.8448	9,206,054	I		See Footnote 7 <u>(7)</u>
Common Stock	05/22/2008	S ⁽¹¹⁾	13,925 <u>(3)</u>	D	\$ 20.8448	1,765,795	I		See Footnote 8 <u>(8)</u>
Common Stock	05/22/2008	S ⁽¹¹⁾	3,200 <u>(4)</u>	D	\$ 20.8448	407,425	I		See Footnote 9 <u>(9)</u>
Common Stock	05/22/2008	S ⁽¹¹⁾	575 <u>(5)</u>	D	\$ 20.8448	73,145	I		See Footnote 10 <u>(10)</u>
Common Stock	05/23/2008	S ⁽¹¹⁾	187,980 <u>(1)</u>	D	\$ 21.0316	19,702,222	I		See Footnote 6 <u>(6)</u>
Common Stock	05/23/2008	S ⁽¹¹⁾	87,030 <u>(2)</u>	D	\$ 21.0316	9,119,024	I		See Footnote 7 <u>(7)</u>
Common Stock	05/23/2008	S ⁽¹¹⁾	16,710 <u>(3)</u>	D	\$ 21.0316	1,749,085	I		See Footnote 8 <u>(8)</u>
Common Stock	05/23/2008	S ⁽¹¹⁾	3,840 <u>(4)</u>	D	\$ 21.0316	403,585	I		See Footnote 9 <u>(9)</u>
Common Stock	05/23/2008	S ⁽¹¹⁾	690 <u>(5)</u>	D	\$ 21.0316	72,455	I		See Footnote 10 <u>(10)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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 IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA Atlantic & Pacific V L P JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA Associates AP V L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR				See General Remarks

BOSTON, MA 02116

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

Signatures

TA Associates, Inc. By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Atlantic and Pacific V L.P., By TA Associates AP V L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates AP V L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**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	05/23/2008
**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	05/23/2008
**Signature of Reporting Person	Date
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008

__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).
- (1) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA Atlantic and Pacific V L.P.
- (3) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (4) These securities were sold solely by TA Strategic Partners Fund A L.P.
- (5) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (6) These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX 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.
- (7) These securities are owned solely by TA Atlantic and Pacific V L.P. TA Associates, Inc. is the General Partner of TA Associates AP V L.P., which is the General Partner of TA Atlantic and Pacific V L.P. Each of TA Associates, Inc. and TA Associates AP V L.P. may be deemed to have a beneficial interest in shares held by TA Atlantic and Pacific V 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.
- (8) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV 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.
- (9) 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.
- (10) 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.
- (11) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on March 7, 2008.

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.

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.