METROPCS COMMUNICATIONS INC

Form 4 July 15, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addr LINQUIST RO	ess of Reporting Pers OGER D	2. Issuer Name and Ticker or Trading Symbol METROPCS COMMUNICATIONS INC [PCS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 2250 LAKESII	(First) (Midd	(Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO		
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
RICHARDSO	N, TX 75082		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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common Stock	07/14/2011		M	12,500	A	\$ 7.1333	7,021,377	D		
Common Stock	07/14/2011		S <u>(1)</u>	12,500	D	\$ 17.1024 <u>(2)</u>	7,008,877	D		
Common Stock	07/14/2011		S(1)	25,000	D	\$ 17.1049 (3)	6,983,877	D		
Common Stock	07/14/2011		S(4)	10,000	D	\$ 17.1026 (5)	6,973,877	I	By THCT Partners, Ltd. (6)	

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 7.1333	07/14/2011		M	12,500	<u>(7)</u>	08/03/2015	Common	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LINQUIST ROGER D 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082	X		CEO				

Signatures

/s/ Linda M. Brotkin, as Attorney in Fact for Roger D. Linquist

07/15/2011

**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 sales were effected pursuant to a Rule 10b5-1 trading plan adopted on May 10, 2011.
 - The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$17.04 to \$17.18, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this
- (2) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$17.04 to \$17.18, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange

Reporting Owners 2

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Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted on May 10, 2011.
 - The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$17.04 to \$17.18, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange
- Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- These shares are held by THCT Partners Ltd., of which the reporting person is a general partner. The reporting person disclaims
- (6) beneficial ownership of the securities held by such entity except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- The option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006 and the remainder vested (7) 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. 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.