

MADISON DEARBORN CAPITAL PARTNERS IV LP
 Form 4
 May 09, 2011

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 *
 MADISON DEARBORN PARTNERS IV LP

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2011

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

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
 X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/05/2011 | | S | V Amount Price 8,000,000 D \$ 17.71 | 30,568,184 (1) (2) (3) | D (1) (2) (3) | |
| Common Stock | | | | | 8,628 (1) (2) (4) | D (1) (2) (4) | |

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

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MADISON DEARBORN PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602 | | X | | |
| MADISON DEARBORN CAPITAL PARTNERS IV LP THREE FIRST NATIONAL PLAZA, SUITE 4600 CHICAGO, IL 60602 | | X | | |

Signatures

/s/ Mark B. Tresnowski as Managing Director and General Counsel of Madison Dearborn Partners, LLC, on behalf of Madison Dearborn Partners IV LP 05/09/2011
**Signature of Reporting Person Date

/s/ Mark B. Tresnowski as Managing Director and General Counsel of Madison Dearborn Partners, LLC, on behalf of Madison Dearborn Capital Partners IV LP 05/09/2011
**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) Madison Dearborn Partners IV, LP. ("MDP IV") is the general partner of Madison Dearborn Capital Partners IV, L.P. ("MDCP"). John A. Canning, Jr., 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 MDCP or MDP IV. Messers. Canning, Finnegan and Mencoff each hereby disclaims any beneficial ownership of any securities directly held by MDP IV and/or MDCP. Mr. Perry is a limited partner of MDP IV. Mr. Perry hereby disclaims any beneficial ownership of any securities directly held by MDP IV and/or MDCP, except to the extent of his pecuniary interest therein. (Continued in footnote 2).
- (2) Except with respect to securities directly held by each reporting person, each such reporting person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.

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(3) These securities are held directly by MDCP.

(4) These securities are held directly by MDP IV, and are not beneficially owned by MDCP.

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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