

METROPCS COMMUNICATIONS INC
 Form 4
 July 29, 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 *
LINQUIST ROGER 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) (First) (Middle)
2250 LAKESIDE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2011

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

RICHARDSON, TX 75082

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 07/28/2011 | | M | | 12,500 | A | \$ 7.1333 6,951,377 |
| Common Stock | 07/28/2011 | | S ⁽¹⁾ | | 12,500 | D | \$ 16.5147 6,938,877 |
| Common Stock | 07/28/2011 | | S ⁽¹⁾ | | 25,000 | D | \$ 16.3559 6,913,877 |
| Common Stock | 07/28/2011 | | S ⁽⁴⁾ | | 10,000 | D | \$ 16.3583 6,903,877 |

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.

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.

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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) | \$ 7.1333 | 07/28/2011 | | 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

07/29/2011

__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 \$16.5 to \$16.54, 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.
 - (2) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$16.27 to \$16.42, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange

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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 \$16.27 to \$16.43, 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.

- (5) These shares are held by THCT Partners Ltd., of which the reporting person is a general partner. The reporting person disclaims 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.

- (6) The option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006 and the remainder vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.

(7) 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.