METROPCS COMMUNICATIONS INC
Form 4
January 26, 2011

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
METROPCS COMMUNICATIONS INC [PCS]

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
__X__ Other (specify below)
See General Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	01/24/2011		S(7)		1,920 (1)	D	$ 12.7999	240,880	I	See Footnote 4 (4)
Common Stock	01/24/2011		S(7)		345 (2)	D	$ 12.7999	43,218	I	See Footnote 5 (5)
Common Stock	01/24/2011		S(7)		1,875 (3)	D	$ 12.7999	235,352	I	See Footnote 6 (6)
Common	01/25/2011		S(7)		1,280	D	$	239,600	I	See

Stock			(1)		13.0789			Footnote 4 (4)
Common Stock	01/25/2011	S(7)	230 (2)	D	$ 13.0789	42,988	I	See Footnote 5 (5)
Common Stock	01/25/2011	S(7)	1,250 (3)	D	$ 13.0789	234,102	I	See Footnote 6 (6)
Common Stock	01/26/2011	S(7)	1,280 (1)	D	$ 13.4616	238,320	I	See Footnote 4 (4)
Common Stock	01/26/2011	S(7)	230 (2)	D	$ 13.4616	42,758	I	See Footnote 5 (5)
Common Stock	01/26/2011	S(7)	1,250 (3)	D	$ 13.4616	232,852	I	See Footnote 6 (6)

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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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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

TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X	See General Remarks
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
TA Investors II L.P. 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	01/26/2011
**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	01/26/2011
**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	01/26/2011
**Signature of Reporting Person	Date
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	01/26/2011
**Signature of Reporting Person	Date
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	01/26/2011
**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 securities were sold solely by TA Strategic Partners Fund A L.P.

(2) These securities were sold solely by TA Strategic Partners Fund B L.P.

(3) These securities were sold solely by TA Investors II L.P.

(4)

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.

(5) 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.

(6) These securities are owned solely by TA Investors II L.P., TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.

(7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on December 14, 2010.

Remarks:

The Reporting Persons are members of a 13(d) group. The Reporting Persons have a representative on the Issuer's board of di

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.