

METROPCS COMMUNICATIONS INC
 Form 4
 April 09, 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 *
 Young Robert Allen

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)
 04/08/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Market Operations NE

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/08/2008		M		4,418 A \$ 5.4867	19,736	D
Common Stock	04/08/2008		M		30,582 A \$ 7.1333	50,318	D
Common Stock	04/08/2008		S ⁽¹⁾		4,418 D \$ 20	45,900	D
Common Stock	04/08/2008		S ⁽¹⁾		30,582 D \$ 20	15,318	D

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

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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)	\$ 5.4867	04/08/2008	04/08/2008	M	4,418	<u>(2)</u> 03/11/2014	Common Stock	4,418
Stock Option (right to buy)	\$ 7.1333	04/08/2008	04/08/2008	M	30,582	<u>(3)</u> 08/03/2015	Common Stock	30,582

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Robert Allen 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082			SVP Market Operations NE	

Signatures

/s/ Damien Falgoust, as Attorney in Fact for Robert A. Young

04/09/2008

**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).

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007.
- This option was granted on March 11, 2004 and was repriced on December 28, 2005. This option vests over a period of four years as follows: twenty-five percent (25%) of the option vests on the first anniversary of service beginning on the "Vesting Commencement Date" (as defined in the Employee Non-Qualified Option Grant Agreement). The remainder vests upon the reporting person's completion

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of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments beginning with the first anniversary of the Vesting Commencement Date.

- This option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006, and the remainder vested
- (3) 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.