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METROPCS COMMUNICATIONS INC

Form 4 April 23, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

burden hours per

Form 4 or 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

response... 0.5

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * TA ASSOCIATES INC			2. Issuer Name and Ticker or Trading Symbol METROPCS COMMUNICATIONS INC [PCS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	HANCOCK TOWER, 200 ENDON ST, 56TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 04/21/2008	X DirectorX 10% Owner Officer (give titleX Other (specify below) See General Remarks		
(Street) BOSTON, MA 02116			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) Tab	le I - Non-l	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or	` '	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)
Common Stock	04/21/2008		S(3)	2,390 (1)	D	\$ 19.4356	455,576	I	See Footnote 2 (2)
Common Stock	04/22/2008		S(3)	3,024 (1)	D	\$ 19.4455	452,552	I	See Footnote 2 (2)
Common Stock	04/23/2008		S(3)	3,125 (1)	D	\$ 19.4638	449,427	I	See Footnote 2 (2)

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Montal Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underl Securit	lying	Security (Instr. 5)	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	X		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

04/23/2008

**Signature of Reporting Person

Date

TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

04/23/2008

**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).
- (1) These securities were sold solely by TA Investors II L.P.

Reporting Owners 2

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- 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

 (2) 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, except to the extent of it pecuniary interest in such shares which is subject to indeterminable future events.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on March 7, 2008.

Remarks:

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding common stock. The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding common stock. The Reporting Persons 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.