METROPCS COMMUNICATIONS INC

Form 4 May 11, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response... 0.5

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

1(b).

Common

Stock

05/07/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * TA ASSOCIATES INC			Symbol	OPCS CO	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give	= 10% e titleX Oth		
JOHN HANCOCK TOWER, 200			05/07/2009			below) See General Remarks			
CLARENDON ST, 56TH FLOOR						Sec	Scheral Remark	s	
(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
(Succe)			Filed(Month/Day/Year)			1 0,			
						Applicable Line) Form filed by One Reporting Person			
DOCTON MA 02116					rorm filed by More than One Reporting				
BOSTON, MA 02116						Person			
(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction D	Date 2A. Dee	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Ye	ar) Execution	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	

(Instr. 8)

 $S^{(3)}$

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

367,865

Transaction(s) (Instr. 3 and 4)

(A)

D

Price

Indirect (I)

(Instr. 4)

I

Ownership

(Instr. 4)

See

Footnote 2

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount (D)

81 (1)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

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 Investors II L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks		

Signatures

- 9				
TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer				
**Signature of Reporting Person	Date			
TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/11/2009			
**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.
- 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.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on May 20, 2008 and amended on December 3, 2008.

Remarks:

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

Reporting Owners 2

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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.