

LANDRY C KEVIN

Form 4

February 28, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LANDRY C KEVIN

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2013

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

C/O METROPCS  
COMMUNICATIONS, INC., 2250  
LAKESIDE BOULEVARD

(Street)

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

RICHARDSON, TX 75082

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 02/05/2013                              |   | A                                       | (A)<br>or<br>(D)<br>Amount<br>6,000<br>(1)                                 | \$ 0 22,000  | D  |   |
| Common<br>Stock                       |   |   |   |  | 72,041   | I  | See<br>Footnote<br>(2)  |

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  
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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |                 |        |
|---|---|---|---|---|--|--|---|--|-----------------|--------|
|   |   |   |   | Code                                    | V  | (A)  | (D)   |  |                 |        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 9.79   | 02/05/2013                              |   | A                                       |  | 16,800   | (3)   | 02/05/2023                             | Common<br>Stock | 16,800 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 14.43  |   |   |   |  |  | (4)   | 03/04/2019                             | Common<br>Stock | 4,667  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.73   |   |   |   |  |  | (5)   | 03/11/2020                             | Common<br>Stock | 10,734 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 14.4   |   |   |   |  |  | (6)   | 02/28/2021                             | Common<br>Stock | 15,867 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 9.55   |   |   |   |  |  | (7)   | 02/07/2022                             | Common<br>Stock | 16,800 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| LANDRY C KEVIN<br>C/O METROPCS COMMUNICATIONS, INC.<br>2250 LAKESIDE BOULEVARD<br>RICHARDSON, TX 75082 | X                                |

## Signatures

/s/ Thomas P. Alber, as Attorney-in-Fact for C. Kevin  
Landry

02/28/2013

\_\_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 shares of restricted stock vest over a period of three years upon the reporting person's completion of each quarter of service in a series of twelve (12) successive equal quarterly installments.  
  
The Reporting Person may be deemed to have an indirect pecuniary interest as a partner of TA Investors II L.P. in shares of Common Stock held by TA Investors II L.P. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of 72,041 shares of Common Stock as to which he holds a pecuniary interest.
- (2) This option was granted on February 5, 2013. This option vests over a period of three years upon the reporting person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
- (3) This option was granted on March 4, 2009. This option vests over a period of three years as follows: beginning on April 4, 2009, the option vests upon the Reporting Person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
- (4) This option was granted on March 11, 2010. This option vests over a period of three years upon the reporting person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
- (5) This option was granted on February 28, 2011. This option vests over a period of three years upon the reporting person's completion of each additional month of service in a series of thirty-six (36) successive equal monthly installments.
- (6) This option was granted on February 7, 2012. This option vests over a period of three years 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.