Keys Thomas Christopher Form 4 May 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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Check this box

if no longer

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Keys Thomas Christopher**

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

T-Mobile US, Inc. [TMUS]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title

Other (specify below)

C/O T-MOBILE US, INC., 12920 SE 04/30/2013

(Street)

(State)

38TH STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

President and COO

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

BELLEVUE, WA 98006

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

(A) or Code V Amount (D)

(Instr. 3 and 4) Price

Common 04/30/2013 Stock

58,730 \$ F D (1)(2)15.58

 $173,783 \frac{(3)}{}$ D

Transaction(s)

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

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

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.65 (4)					(5)	03/04/2020	Common Stock	39,844 (4) (5)
Stock Option (right to buy)	\$ 37.91 (<u>4)</u>					<u>(5)</u>	04/18/2017	Common Stock	88,875 (4) (5)
Stock Option (right to buy)	\$ 11.01 (4)					<u>(5)</u>	02/07/2022	Common Stock	81,458 (4) (5)
Stock Option (right to buy)	\$ 11.49 (4)					<u>(5)</u>	02/05/2023	Common Stock	100,000 (4) (5)
Stock Option (right to buy)	\$ 20.71 (4)					<u>(5)</u>	02/28/2021	Common Stock	115,000 (4) (5)
Stock Option (right to buy)	\$ 20.77 (4)					<u>(5)</u>	03/04/2019	Common Stock	147,500 (4) (5)
Stock Option (right to buy)	\$ 55.43 (4)					<u>(5)</u>	08/08/2017	Common Stock	200,000 (4) (5)
Stock Option (right to buy)	\$ 24.31 (4)					<u>(5)</u>	03/07/2018	Common Stock	282,560 (4) (5)

8. Pri Deriv Secur

(Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Keys Thomas Christopher C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006

President and COO

Signatures

/s/ Catherine Noyes, as Attorney in Fact for Thomas C. Keys

05/02/2013

**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).

The number of shares subject to the reporting person's restricted stock awards has been adjusted to reflect the reverse stock split implemented pursuant to the Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013 (the "Agreement"), by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH,

- (1) T-Mobile USA, Inc. and MetroPCS Communications, Inc. The vesting of these restricted stock awards was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of an equity plan of MetroPCS Communications, Inc. (the "Plan"). Under the terms of the Agreement, the reporting person also received a cash payment of \$4.0491 per share on a pre-reverse stock split basis with respect to vested shares held pursuant to the awards.
- (2) Shares withheld to satisfy the minimum statutory tax withholding requirements on the vesting of restricted stock.
- (3) The number of shares has been adjusted to reflect the reverse stock split implemented pursuant to the Agreement.
- (4) The exercise price of and number of shares subject to this stock option have been adjusted to reflect the reverse stock split implemented and cash payments made pursuant to the Agreement.
- (5) To the extent not already vested as of April 30, 2013, the vesting of this stock option was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of the Plan.

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.

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