

METROP CS COMMUNICATIONS INC
 Form 3
 March 07, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Stachiw Mark Atkerson | | (Month/Day/Year) | METROP CS COMMUNICATIONS INC [NONE] | |
| (Last) | (First) | (Middle) | 03/05/2007 | |
| 8144 WALNUT HILL LANE, SUITE 800 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS, TX 75231 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | SVP/General Counsel/Secretary | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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

SEC 1473 (7-02)

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

| | | | | | |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|-----------------|------------|--------------|---------|----------|---|---|
| Stock Option (right to buy) | Â <u>(1)(2)</u> | 10/12/2014 | Common Stock | 40,000 | \$ 16.41 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(3)</u> | 09/21/2015 | Common Stock | 40,000 | \$ 21.46 | D | Â |
| Stock Option (right to buy) | Â <u>(4)</u> | 12/30/2015 | Common Stock | 11,072 | \$ 21.46 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(5)</u> | 03/14/2016 | Common Stock | 26,300 | \$ 21.46 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(6)</u> | 12/22/2016 | Common Stock | 150,000 | \$ 34 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stachiw Mark Atkerson 8144 WALNUT HILL LANE SUITE 800 DALLAS, TX 75231 | Â | Â | Â SVP/General Counsel/Secretary | Â |

Signatures

/s/ Mark A.
Stachiw

03/05/2007

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was granted on October 12, 2004 and was repriced from \$11.92 to \$16.41 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 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.
 - (2) This option was granted on September 21, 2005.
 - (3) This option was granted on December 30, 2005. The option vested over a one-year period as follows: fifty percent (50%) of the underlying shares vested on January 1, 2006 and the remaining fifty percent (50%) of the underlying shares vested on January 1, 2007.
 - (4) This option was granted on March 14, 2006.
 - (5) This option was granted on December 22, 2006.

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.