

METROPCS COMMUNICATIONS INC

Form 4

April 26, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carter J Braxton II

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)
8144 WALNUT HILL LANE,
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior VP and CFO

(Street)
DALLAS, TX 75231

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/17/2007 | | M | | 10,000 | A | \$ 6.31 |
| Common Stock | 04/24/2007 | | M | | 501 | A | \$ 7.13 |
| Common Stock | 04/24/2007 | | S | | 47,892 | D | \$ 23 |
| | | | | | 15,961 | | |

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
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Amount or Number of Shares |
|---|---|---|---|---|--|--|--------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 6.31 | 04/17/2007 | | M | 10,000 | <u>(1)</u> | 03/31/2015 | Common Stock | | 10,000 |
| Stock Option (right to buy) | \$ 7.13 | 04/24/2007 | | M | 501 | <u>(2)</u> | 08/03/2015 | Common Stock | | 501 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carter J Braxton II
8144 WALNUT HILL LANE, SUITE 800
DALLAS, TX 75231

Senior VP and CFO

Signatures

/s/ Damien E. Falgoust, as Attorney in Fact for J. Braxton
Carter

04/26/2007

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).

This option was granted on March 31, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006, and the remainder
(1) vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.

This option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006, and the remainder vested
(2) upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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