

Stachiw Mark Atkerson
 Form 4
 May 11, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Stachiw Mark Atkerson

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)
 2250 LAKESIDE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exe. VP, Gen. Counsel and Sec.

RICHARDSON, TX 75082

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

(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	05/10/2011		M		20,544	A	\$ 16.2
Common Stock	05/10/2011		M		62,291	A	\$ 14.43
Common Stock	05/10/2011		M		125,255	A	\$ 11.3333
Common Stock	05/10/2011		S ⁽¹⁾		108,090	D	\$ 17.7936 (2)
Common Stock	05/10/2011		S ⁽¹⁾		100,000	D	\$ 18.175 (3)

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.2	05/10/2011		M	20,544	<u>(4)</u>	03/07/2018	Common	20,544
Stock Option (right to buy)	\$ 14.43	05/10/2011		M	62,291	<u>(5)</u>	03/04/2019	Common	62,291
Stock Option (right to buy)	\$ 11.3333	05/10/2011		M	125,255	<u>(6)</u>	12/22/2016	Common	125,255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stachiw Mark Atkerson 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082			Exe. VP, Gen. Counsel and Sec.	

Signatures

/s/ Linda M. Brotkin, as Attorney in Fact for Mark A. Stachiw
 **Signature of Reporting Person
 05/11/2011
 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007, as amended on May 5, 2011.

The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$17.65 to \$17.90, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$18.1 to \$18.25, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The option was granted on March 7, 2008 for a term expiring on March 7, 2018. Twenty-five percent (25%) of the option vested on March 7, 2009 and the remainder vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.

The option was granted on March 4, 2009 for a term expiring on March 4, 2019. Twenty-five percent (25%) of the option vested on March 4, 2010 and the remainder vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.
- (4) The option was granted on December 22, 2006 for a term expiring on December 22, 2016. Twenty-five percent (25%) of the option vested on December 6, 2007 and the remainder vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.
- (5) The option was granted on December 22, 2006 for a term expiring on December 22, 2016. Twenty-five percent (25%) of the option vested on December 6, 2007 and the remainder vested upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.
- (6) The option was granted on December 22, 2006 for a term expiring on December 22, 2016. Twenty-five percent (25%) of the option vested on December 6, 2007 and the remainder vested 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. 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.