

Carter J Braxton II  
 Form 4  
 November 09, 2010

**FORM 4**

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

OMB APPROVAL

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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

(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)  
 2250 LAKESIDE BOULEVARD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/05/2010

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Executive VP and CFO

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                    | 11/05/2010                           |  | M                              |   |   | 4,732  | A   | \$ 6.3133  | 190,610   | D          |       |
| Common Stock                    | 11/05/2010                           |  | M                              |   |   | 8,043  | A   | \$ 7.1333  | 198,653   | D          |       |
| Common Stock                    | 11/05/2010                           |  | M                              |   |   | 35,025 | A   | \$ 7.1333  | 233,678   | D          |       |
| Common Stock                    | 11/05/2010                           |  | M                              |   |   | 14,031 | A   | \$ 7.1333  | 247,709   | D          |       |
| Common Stock                    | 11/05/2010                           |  | M                              |   |   | 35,969 | A   | \$ 7.1533  | 283,678   | D          |       |

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Common Stock      11/05/2010      S<sup>(1)</sup>      97,800      D      \$ 11.6959      185,878      D

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 6.3133  | 11/05/2010                           |  | M                              | 4,732   | <sup>(2)</sup> 03/31/2015                                | Common Stock  | 4,732                         |
| Stock Option (right to buy)                | \$ 7.1333  | 11/05/2010                           |  | M                              | 8,043   | <sup>(3)</sup> 08/03/2015                                | Common Stock  | 8,043                         |
| Stock Option (right to buy)                | \$ 7.1333  | 11/05/2010                           |  | M                              | 35,025  | <sup>(4)</sup> 08/03/2015                                | Common Stock  | 35,025                        |
| Stock Option (right to buy)                | \$ 7.1333  | 11/05/2010                           |  | M                              | 14,031  | <sup>(4)</sup> 08/03/2015                                | Common Stock  | 14,031                        |
| Stock Option (right to buy)                | \$ 7.1533  | 11/05/2010                           |  | M                              | 35,969  | <sup>(5)</sup> 03/14/2016                                | Common Stock  | 35,969                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Carter J Braxton II  
2250 LAKESIDE BOULEVARD  
RICHARDSON, TX 75082

Executive VP and CFO

## Signatures

/s/ Linda M. Brotkin, as Attorney in Fact for J. Braxton  
Carter

11/09/2010

\_\_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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2010.  
The option was granted on March 31, 2005 for a term expiring on March 31, 2015. Twenty-five percent(25%)of the option vested on
  - (2) March 31, 2006 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 August 3, 2005 for a term expiring on August 3, 2015. Twenty-five percent(25%)of the option vested on
  - (3) March 31, 2006 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 August 3, 2005 for a term expiring on August 3, 2015. Twenty-five percent(25%)of the option vested on
  - (4) August 31, 2006 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 14, 2006 for a term expiring on March 14, 2016. Twenty-five percent(25%)of the option vested on
  - (5) March 14, 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.