

Carter J Braxton II
Form 4
March 08, 2010

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

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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)
2250 LAKESIDE BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ 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)
____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 ⁽¹⁾	03/04/2010		A		110,000	A	\$ 0 199,961
Common Stock	03/04/2010		F		4,960 ⁽²⁾	D	\$ 6.37 195,001

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
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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)	\$ 6.37	03/04/2010		A		135,000		<u>(3)</u>	03/04/2020	Common Stock	135,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carter J Braxton II 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082			Executive VP and CFO	

Signatures

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

03/08/2010

**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).

These shares of restricted stock vest over a period of four years as follows: twenty-five percent (25%) of the restricted stock vests on

(1) March 4, 2011 and the remainder vests upon the reporting person's completion of each additional quarter of service in a series of twelve (12) successive equal quarterly installments.

(2) Shares withheld by Issuer to satisfy minimum statutory tax withholding requirements on vesting of restricted stock.

The option vests over a period of four years as follows: twenty-five percent (25%) of the option vests on March 4, 2011 and 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.

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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