

METROPCS COMMUNICATIONS INC
 Form 4
 April 26, 2007

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)
 8144 WALNUT HILL LANE,
 SUITE 800
 (Street)

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

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

DALLAS, TX 75231

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/17/2007 | | M | V | 10,000 | A \$ 6.31 | 63,352 D |
| Common Stock | 04/24/2007 | | M | | 501 | A \$ 7.13 | 63,853 D |
| Common Stock | 04/24/2007 | | S | | 47,892 | D \$ 23 | 15,961 D |

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

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SEC 1474 (9-02)

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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) | \$ 6.31 | 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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