

METROPCS COMMUNICATIONS INC  
 Form 4  
 June 23, 2011

**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 \*  
 LINQUIST ROGER D

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)  
 06/23/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO

RICHARDSON, TX 75082  
 (City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 06/23/2011                           |  | M                              |   | 155 A \$ 5.4867   | 7,080,893  | D                                 |
| Common Stock                    | 06/23/2011                           |  | M                              |   | 12,345 A \$ 7.1333  | 7,093,238  | D                                 |
| Common Stock                    | 06/23/2011                           |  | S <sup>(1)</sup>               |   | 12,500 D \$ 16.5  | 7,080,738  | 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)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 5.4867  | 06/23/2011                           |  | M                              | 155   | <u>(2)</u> 03/11/2014                                    | Common  | 155                           |
| Stock Option (right to buy)                | \$ 7.1333  | 06/23/2011                           |  | M                              | 12,345  | <u>(3)</u> 08/03/2015                                    | Common  | 12,345                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LINQUIST ROGER D<br>2250 LAKESIDE BOULEVARD<br>RICHARDSON, TX 75082 | X             |           | CEO     |       |

## Signatures

/s/ Linda M. Brotkin, as Attorney in Fact for Roger D.

Linguist

06/23/2011

\*\*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) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted on May 10, 2011.

(2) The option was granted on March 11, 2004 and was repriced from \$4.97 to \$5.49 on December 28, 2005. Twenty-five percent (25%) of the option vested on March 11, 2005 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.

(3) The option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on 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.

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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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