

METROPCS COMMUNICATIONS INC
 Form 4
 January 26, 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 *
 TA ASSOCIATES INC

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)

JOHN HANCOCK TOWER, 200
 CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 01/24/2011

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

See General Remarks

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/24/2011 | | S ⁽⁷⁾ | V 1,920 ₍₁₎ D | \$ 12.7999 | 240,880 | I See Footnote 4 ⁽⁴⁾ |
| Common Stock | 01/24/2011 | | S ⁽⁷⁾ | V 345 ₍₂₎ D | \$ 12.7999 | 43,218 | I See Footnote 5 ⁽⁵⁾ |
| Common Stock | 01/24/2011 | | S ⁽⁷⁾ | V 1,875 ₍₃₎ D | \$ 12.7999 | 235,352 | I See Footnote 6 ⁽⁶⁾ |
| Common | 01/25/2011 | | S ⁽⁷⁾ | V 1,280 D | \$ | 239,600 | I See |

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| | | | | | | | | | |
|--------------|------------|--|--------------|------------------|---------|------------|---------|---|---------------------------|
| Stock | | | <u>(1)</u> | | 13.0789 | | | | Footnote 4 <u>(4)</u> |
| Common Stock | 01/25/2011 | | S <u>(7)</u> | 230 <u>(2)</u> | D | \$ 13.0789 | 42,988 | I | See Footnote 5 <u>(5)</u> |
| Common Stock | 01/25/2011 | | S <u>(7)</u> | 1,250 <u>(3)</u> | D | \$ 13.0789 | 234,102 | I | See Footnote 6 <u>(6)</u> |
| Common Stock | 01/26/2011 | | S <u>(7)</u> | 1,280 <u>(1)</u> | D | \$ 13.4616 | 238,320 | I | See Footnote 4 <u>(4)</u> |
| Common Stock | 01/26/2011 | | S <u>(7)</u> | 230 <u>(2)</u> | D | \$ 13.4616 | 42,758 | I | See Footnote 5 <u>(5)</u> |
| Common Stock | 01/26/2011 | | S <u>(7)</u> | 1,250 <u>(3)</u> | D | \$ 13.4616 | 232,852 | I | See Footnote 6 <u>(6)</u> |

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 displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

| | | |
|---|---|---------------------|
| TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116 | X | See General Remarks |
| TA ASSOCIATES STRATEGIC PARTNERS FUND A LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116 | | See General Remarks |
| TA ASSOCIATES STRATEGIC PARTNERS FUND B LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116 | | See General Remarks |
| TA ASSOCIATES SPF LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | See General Remarks |
| TA Investors II L.P. JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | | See General Remarks |

Signatures

| | |
|---|------------|
| TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer | 01/26/2011 |
| __Signature of Reporting Person | Date |
| TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 01/26/2011 |
| __Signature of Reporting Person | Date |
| TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 01/26/2011 |
| __Signature of Reporting Person | Date |
| TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 01/26/2011 |
| __Signature of Reporting Person | Date |
| TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer | 01/26/2011 |
| __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 securities were sold solely by TA Strategic Partners Fund A L.P.
- (2) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (3) These securities were sold solely by TA Investors II L.P.
- (4)

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These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

(5) These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

(6) These securities are owned solely by TA Investors II L.P., TA Associates, Inc. is the General Partner of TA Investors II L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors II L.P. and disclaims beneficial ownership of such shares.

(7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on December 14, 2010.

Remarks:

The Reporting Persons are members of a 13(d) group. The Reporting Persons have a representative on the Issuer's board of directors.

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.