

PERRY JAMES N JR

Form 4

February 28, 2013

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PERRY JAMES N JR

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2013

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

C/O METROPCS  
COMMUNICATIONS, INC., 2250  
LAKESIDE BOULEVARD

(Street)

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

RICHARDSON, TX 75082

(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)
Common Stock	02/05/2013		A	(A) or (D) Amount 6,000 (1)	\$ 0 24,000	D	
Common Stock					13,128 (2) (3)	I	Madison Dearborn Partners IV, L.P. (2) (3)
Common Stock					30,568,184 (2) (4)	I	Madison Dearborn Capital

Partners  
IV, L.P. (2)  
(4)

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.**SEC 1474  
(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)	\$ 9.79	02/05/2013		A	16,800	<u>(5)</u> 02/05/2023	Common Stock	16,800

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

PERRY JAMES N JR  
C/O METROPCS COMMUNICATIONS, INC.  
2250 LAKESIDE BOULEVARD  
RICHARDSON, TX 75082

X

## Signatures

/s/ Annie Terry, as Attorney in Fact for James N. Perry, Jr.

02/28/2013

\*\*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 shares of restricted stock vest over a period of three years upon the reporting person's completion of each quarter of service in a series of twelve (12) successive equal quarterly installments.

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Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of Madison Dearborn Capital Partners IV, L.P. ("MDCP"). MDP IV may be deemed to beneficially own the reported securities that are held directly by MDCP. Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the securities directly held by MDP IV and MDCP. Messrs. Finnegan and Menco each hereby disclaims any beneficial ownership of any securities directly held by MDP IV and/or MDCP. Mr. Perry is a limited partner of MDP IV. Mr. Perry disclaims beneficial ownership of the reported securities set forth herein, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (2) These securities are held directly by MDP IV. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (3) These securities are held directly by MDCP. Mr. Perry disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- (4) This option was granted on February 5, 2013. This option vests over a period of three years 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.