

METROPCS COMMUNICATIONS INC
 Form 3
 August 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Graves Herbert Cornelius IV		(Month/Day/Year)	METROPCS COMMUNICATIONS INC [PCS]	
(Last)	(First)	(Middle)	08/08/2007	
8144 WALNUT HILL LANE, SUITE 800			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS,Â TXÂ 75231			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP, Market Operations, West	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)(2)</u>	03/26/2012	Common Stock	8,427	\$ 1.57	D	Â
Stock Option (right to buy)	Â <u>(2)(3)</u>	03/26/2012	Common Stock	20,625	\$ 1.92	D	Â
Stock Option (right to buy)	Â <u>(2)(4)</u>	03/11/2014	Common Stock	49,863	\$ 5.49	D	Â
Stock Option (right to buy)	Â <u>(2)(5)</u>	08/03/2015	Common Stock	99,000	\$ 7.13	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	12/30/2015	Common Stock	6,141	\$ 7.15	D	Â
Stock Option (right to buy)	Â <u>(2)(7)</u>	03/14/2016	Common Stock	78,300	\$ 7.15	D	Â
Stock Option (right to buy)	Â <u>(2)(8)</u>	12/22/2016	Common Stock	255,000	\$ 11.33	D	Â
Stock Option (right to buy)	Â <u>(2)(9)</u>	04/18/2017	Common Stock	117,000	\$ 23	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graves Herbert Cornelius IV 8144 WALNUT HILL LANE, SUITE 800 DALLAS, TX 75231	Â	Â	Â SVP, Market Operations, West	Â

Signatures

/s/ Herbert C. Graves IV 08/09/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was granted on March 26, 2002.

(2) This option vests over a period of four years as follows: twenty-five percent (25%) of the option vests on the first anniversary of service beginning on the "Vesting Commencement Date" (as defined in the Employee Non-Qualified Option Grant Agreement). 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 beginning with the first anniversary of the Vesting Commencement Date.

(3) This option was repriced from \$1.57 to \$1.92 on December 28, 2005.

(4) This option was granted on March 11, 2004 and was repriced from \$4.97 to \$5.49 on December 28, 2005.

(5) This option was granted on August 3, 2005.

(6)

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This option was granted on December 30, 2005. The option vested over a one-year period as follows: fifty percent (50%) of the underlying shares vested on January 1, 2006 and the remaining fifty percent (50%) of the underlying shares vested on January 1, 2007.

(7) This option was granted on March 14, 2006.

(8) This option was granted on December 22, 2006.

(9) This option was granted on April 18, 2007.

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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