

Carter J Braxton II
 Form 4
 April 06, 2009

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)
 2250 LAKESIDE BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2009

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

RICHARDSON, TX 75082

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 04/02/2009 | | M | | 85,500 A \$ 7.1333 | 175,461 ⁽²⁾ | D |
| Common Stock | 04/02/2009 | | M | | 669 A \$ 7.1533 | 176,130 ⁽²⁾ | D |
| Common Stock | 04/02/2009 | | M | | 50,831 A \$ 7.1533 | 226,961 ⁽²⁾ | D |
| Common Stock | 04/02/2009 | | S ⁽¹⁾ | | 85,500 D \$ 18.88 | 141,461 ⁽²⁾ | D |
| Common Stock | 04/02/2009 | | S ⁽¹⁾ | | 669 D \$ 18.88 | 140,792 ⁽²⁾ | D |

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Common Stock 04/02/2009 S⁽¹⁾ 50,831 D \$ 18.88 89,961 ⁽²⁾ D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 7.1333 | 04/02/2009 | 04/02/2009 | M | 85,500 | ⁽³⁾ | 08/03/2015 | Common Stock | 85,500 |
| Stock Option (right to buy) | \$ 7.1533 | 04/02/2009 | 04/02/2009 | M | 669 | ⁽⁴⁾ | 12/30/2015 | Common Stock | 669 |
| Stock Option (right to buy) | \$ 7.1533 | 04/02/2009 | 04/02/2009 | M | 50,831 | ⁽⁵⁾ | 03/14/2016 | Common Stock | 50,831 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter J Braxton II 2250 LAKESIDE BOULEVARD RICHARDSON, TX 75082 | | | Executive VP and CFO | |

Signatures

/s/ Damien Falgoust, as Attorney in Fact for J. Braxton
Carter

04/06/2009

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007.
 - (2) Includes 75,000 shares of unvested restricted stock that vest as previously disclosed.

This option was granted on August 3, 2005. Twenty-five percent (25%) of the option vested on March 31, 2006, and the remainder vested
 - (3) upon the reporting person's completion of each additional month of service, in a series of thirty-six (36) successive, equal monthly installments.
 - (4) 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.

This option was granted on March 14, 2006. Twenty-five percent (25%) of the option vested on March 14, 2007, and the remainder
 - (5) vested 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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