

METROPCS COMMUNICATIONS INC
 Form 4
 April 11, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
 04/09/2008

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

BOSTON, MA 02116

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 04/09/2008 | | S ⁽³⁾ | V | 2,825 (1) | D | \$ 19.4706 465,744 | I | See Footnote 2 (2) |
| Common Stock | 04/10/2008 | | S ⁽³⁾ | V | 1,250 (1) | D | \$ 18.9804 464,494 | I | See Footnote 2 (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Title | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|---------------------|----------------------------|
| | Director | 10% Owner | Officer | Other | | |
| TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116 | X | X | | | 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 04/11/2008
 **Signature of Reporting Person Date

TA Investors II L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer 04/11/2008
 **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 Investors II L.P.
- (2) 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, except to the extent of it pecuniary interest in such shares which is subject to indeterminable future events.

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- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on March 7, 2008.

Remarks:

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding common stock. The R

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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