

PATTERSON ARTHUR C
Form 4
December 14, 2012

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 *
PATTERSON ARTHUR C

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)
12/12/2012

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

482 UNIVERSITY AVENUE

(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

PALO ALTO, CA 94301

(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)
				(A) or (D)	Price		
Common Stock	12/12/2012		M	15,400	A \$ 6.73	420,562	D
Common Stock	12/12/2012		M	4,666	A \$ 9.55	425,228	D
Common Stock	12/12/2012		M	25,302	A \$ 7.1333	450,530	D
Common Stock	12/12/2012		M	41,322	A \$ 7.1333	491,852	D
Common Stock	12/12/2012		M	13,650	A \$ 7.1533	505,502	D

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Common Stock	12/12/2012		M	20,280	A	\$ 7.1533	525,782	D	
Common Stock	12/12/2012		M	5,070	A	\$ 7.1533	530,852	D	
Common Stock							2,403,561	I	Held directly by ACP Family Partnership L.P. <u>(1)</u>
Common Stock							1,685,254	I	Held directly by Ellmore C. Patterson Partners <u>(1)</u>
Common Stock							351,751	I	Held directly by ACP 2007 ACCEL-7 GRAT U/A/D 4/2/07 <u>(1)</u>
Common Stock							351,752	I	Held directly by ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07 <u>(1)</u>

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Stock Option (right to buy)	\$ 6.73	12/12/2012	M	15,400	<u>(2)</u>	03/11/2020	Common Stock	15,400
Stock Option (right to buy)	\$ 9.55	12/12/2012	M	4,666	<u>(3)</u>	02/07/2022	Common Stock	4,666
Stock Option (right to buy)	\$ 7.1333	12/12/2012	M	25,302	<u>(4)</u>	08/03/2015	Common Stock	25,302
Stock Option (right to buy)	\$ 7.1333	12/12/2012	M	41,322	<u>(4)</u>	08/03/2015	Common Stock	41,322
Stock Option (right to buy)	\$ 7.1533	12/12/2012	M	13,650	<u>(5)</u>	03/14/2016	Common Stock	13,650
Stock Option (right to buy)	\$ 7.1533	12/12/2012	M	20,280	<u>(5)</u>	03/14/2016	Common Stock	20,280
Stock Option (right to buy)	\$ 7.1533	12/12/2012	M	5,070	<u>(5)</u>	03/14/2016	Common Stock	5,070

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON ARTHUR C 482 UNIVERSITY AVENUE PALO ALTO, CA 94301			X	

Signatures

/s/ Catherine Noyes, as Attorney in Fact for Arthur C.
Patterson

12/14/2012

__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).

The reporting person is affiliated with the following entities, and with such entities is deemed to be a member of a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended: ACP Family Partnership L.P., Ellmore C. Patterson Partners, ACP 2007

(1) ACCEL-7 GRAT U/AD 4/2/07 and ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07. The reporting person disclaims beneficial ownership of the securities held by such entities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

The option was granted March 11, 2010 for a term expiring on March 11, 2020. The option vested over a period of three years as follows:

(2) The option vested and became exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

The option was granted February 7, 2012 for a term expiring on February 7, 2022. The option vested over a period of three years as follows:

(3) follows: The option vested and became exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

The option was granted August 3, 2005 for a term expiring on August 3, 2015. The option vested over a period of three years as follows:

(4) The option vested and became exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

The option was granted on March 14, 2006 for a term expiring on March 14, 2016. The option vested over a period of three years as follows:

(5) follows: The option vested and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as provided in the Director Plan).

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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