PATTERSON ARTHUR C

Form 4/A

December 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

PATTERSON ARTHUR C

			METROPCS COMMUNICATIONS INC [PCS]				IONS	(Check all applicable)				
(Last) (First) (Middle) 428 UNIVERSITY AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 11/12/2010					XDirector10% OwnerOfficer (give title below) Other (specify below)				
PALO AL	4. If Amendment, Date Original Filed(Month/Day/Year) 11/16/2010					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securitie our Dispose (Instr. 3, 4	d of (I))	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	11/12/2010			J	210,866 (1) (2)	A	\$ 0	2,091,654 (3) (4) (5)	I	By Ellmore C. Patterson Partners (3) (4)		
Common Stock	11/12/2010			J	190,593 (1) (6)	A	\$ 0	487,492 <u>(3)</u> <u>(7)</u>	D			
Common Stock	11/12/2010			J	22,592 (8)	A	\$ 0	22,592 (3) (9)	I	By Accel Internet Fund III Associates L.L.C. (3)		

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Common Stock S 11/16/2010 S 22,592 D $^{\$}$ 1 $^{\$}$ 1 By Accel Internet Fund III L.L.C. $^{(3)}$

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)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. stionNumber of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day ve es d			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PATTERSON ARTHUR C 428 UNIVERSITY AVENUE X PALO ALTO, CA 94301

Signatures

/s/ Tracy L. Sedlock, as Attorney in Fact for Arthur C. Patterson

12/03/2010

**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 were transfered without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '99 L.P.
- (2) As a result of a clerical error, the amount was incorrectly reported as 209,652.

Reporting Owners 2

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- The reporting person is affiliated with the following entities, and with such entities is deemed to be a member of a "group" under Section 13d-3 of the Securities Exchange Act of 1934, as amended: Accel Internet Fund III L.P., Accel Investors '99 L.P., ACP Family
- Partnership L.P., Accel VII L.P., Ellmore C. Patterson Partners, ACP 2007 ACCEL-7 GRAT U/A/D 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.
- (4) These shares are held directly by Ellmore C. Patterson Partners. The reporting person is a director of the general partner of Ellmore C. Patterson Partners.
- (5) As a result of a clerical error, the amount was incorrectly reported as 2,090,440.
- (6) As a result of a clerical error, the amount was incorrectly reported as 191,807.
- (7) As a result of a clerical error, the amount was incorrectly reported as 488,706.
- (8) These shares were transferred without additional consideration to partners in pro rata distrubutions pursuant to the partnership agreement of Accel Internet Fund III L.P.
- These shares are held directly by Accel Internet Fund III L.P. Accel Internet Fund III Associates LLC is the general partner of Accel Internet Fund III L.P. and has sole voting and investment power. The reporting person, James R. Swartz, James W. Breyer, J. Peter Wagner and Theresia G. Ranzetta are the managing members of Accel Internet Fund III Associates LLC and share such power.
- (10) As a result of a clerical error, the amount was incorrectly reported as 22,592.

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.