

METROPCS COMMUNICATIONS INC

Form 4

April 09, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Graves Herbert Cornelius IV

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)  
04/08/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP Market Operations West

RICHARDSON, TX 75082

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|----------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |          |
| Common<br>Stock                       | 04/08/2008                              |                                                             | M                                    |                                                                         | 8,427                                                                                                              | A                                                                       | \$ 1.5667                                                         | 8,427 D  |
| Common<br>Stock                       | 04/08/2008                              |                                                             | M                                    |                                                                         | 1,573                                                                                                              | A                                                                       | \$ 1.92                                                           | 10,000 D |
| Common<br>Stock                       | 04/08/2008                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 8,427                                                                                                              | D                                                                       | \$ 19.5648                                                        | 1,573 D  |
| Common<br>Stock                       | 04/08/2008                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 1,573                                                                                                              | D                                                                       | \$ 19.5648                                                        | 0 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.

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Title and<br>Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                                  | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.5667                                                          | 04/08/2008                              | 04/08/2008                                                  | M                                    |                                                                                                                 | 8,427                                                          |     | <u>(2)</u>                                                          | 03/26/2012         | Common<br>Stock                                                        | 8,427                                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.92                                                            | 04/08/2008                              | 04/08/2008                                                  | M                                    |                                                                                                                 | 1,573                                                          |     | <u>(3)</u>                                                          | 03/26/2012         | Common<br>Stock                                                        | 1,573                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships                    |
|--------------------------------------------------------------------------------|----------------------------------|
|                                                                                | Director 10% Owner Officer Other |
| Graves Herbert Cornelius IV<br>2250 LAKESIDE BOULEVARD<br>RICHARDSON, TX 75082 | SVP Market Operations West       |

## Signatures

/s/ Damien Falgoust, as Attorney in Fact for Herbert C. Graves

04/09/2008

\_\_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) 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)

## Edgar Filing: METROPCS COMMUNICATIONS INC - Form 4

This option was granted on March 26, 2002. 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.

- This option was granted on March 26, 2002 and was repriced on December 28, 2005. 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
- (3) 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.

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.