

METROPCS COMMUNICATIONS INC
Form 4
December 07, 2007

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)
428 UNIVERSITY AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2007

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

PALO ALTO, CA 94301
(City) (State) (Zip)

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

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)		
			Code	V	Amount or Price (A) or (D)				
Common Stock	12/05/2007		J		8,260,504 (1)	D	\$ 16.84 2,496 (2) (3)	I	By Accel IV L.P. (2) (3)
Common Stock	12/05/2007		J		171,451 (4)	D	\$ 16.84 0 (2) (5)	I	By Accel Keiretsu L.P. (2) (5)
Common Stock	12/05/2007		J		333,775 (6)	D	\$ 16.84 0 (2) (7)	I	By Accel Investors '94 L.P. (2) (7)
	12/05/2007		J		549 (6)	A		I	

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Common Stock					\$ 1,980,788				By Ellmore C. Patterson Partners ⁽²⁾ ₍₈₎
					16.84	⁽²⁾ ₍₈₎			
Common Stock	12/05/2007	J	548 ⁽⁶⁾	A	\$ 3,081,967	⁽²⁾ ₍₉₎	I		By ACP Family Partnership L.P. ⁽²⁾ ₍₉₎
					16.84	⁽²⁾ ₍₉₎			
Common Stock	12/05/2007	J	185,116 ⁽¹⁾	A	\$ 454,761 ⁽²⁾	⁽¹⁰⁾	I		By ACP 2007 ACCEL-7 GRAT U/A/D 4/2/07 ⁽²⁾ ₍₁₀₎
					16.84	⁽¹⁰⁾			
Common Stock	12/05/2007	J	185,116 ⁽¹⁾	A	\$ 454,761 ⁽²⁾	⁽¹¹⁾	I		By ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07 ⁽²⁾ ₍₁₁₎
					16.84	⁽¹¹⁾			
Common Stock	12/05/2007	J	1,519 ⁽¹²⁾	A	\$ 16,695		D		
					16.84				

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. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTERSON ARTHUR C 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Signatures

/s/ Tracy L. Sedlock, as Attorney in Fact for Arthur C. Patterson 12/07/2007

__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 transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel IV L.P.

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 '94 L.P., Accel Investors '99 L.P., Accel IV L.P., Accel Keiretsu 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.
 - (2) These shares are held directly by Accel IV L.P. Accel IV Associates L.P. is the general partner of Accel IV L.P. and has sole voting and investment power. The reporting person is a general partner of Accel IV Associates L.P. and shares such powers with the other general partners.
 - (3) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Keiretsu L.P.

These shares are held directly by Accel Keiretsu L.P. Accel Partners & Co., Inc. is the general partner of Accel Keiretsu L.P. and has sole voting and investment power. The reporting person is an officer of Accel Partners & Co., Inc. and shares such powers with the other officers.
 - (4) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '94 L.P.
 - (5) These shares are held directly by Accel Investors '94 L.P. The reporting person is a general partner of Accel Investors '94 L.P. and shares voting and investment power with the other general partners.
 - (6) 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.

These shares are held directly by ACP Family Partnership L.P. Members of the reporting person's immediate family are beneficial holders of ACP Family Partnership L.P., and the reporting person may be deemed to exercise voting and investment power over such shares.
 - (7) These shares are held directly by ACP 2007 ACCEL-7 GRAT U/A/D 4/2/07 of which the reporting person is the trustee.
 - (8) shares are held directly by ACP 2007 ACCEL-10 GRAT U/A/D 4/2/07 of which the reporting person is the trustee.

Of this amount, the reporting person received (i) 851 shares from Accel Keiretsu L.P. in a pro rata distribution without additional consideration to partners pursuant to the partnership agreement of Accel Keiretsu L.P., and (ii) 668 shares from Accel Investors '94 L.P. in a pro rata distribution without additional consideration to partners pursuant to the partnership agreement of Accel Investors '94 L.P.

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.