

PATTERSON ARTHUR C
Form 4/A
December 03, 2010

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 *
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)
11/12/2010

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)
11/16/2010

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 (A) or (D) Price		
Common Stock	11/12/2010		J		210,866 (1) (2) A \$ 0	I	By Ellmore C. Patterson Partners (3) (4)
Common Stock	11/12/2010		J		190,593 (1) (6) A \$ 0	D	
Common Stock	11/12/2010		J		22,592 (8) A \$ 0	I	By Accel Internet Fund III Associates L.L.C. (3)

Common Stock 11/16/2010 S 22,592 D \$ 11.22 0 ⁽¹⁰⁾ I 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.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Owned Following Reporting Transaction.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for PATTERSON ARTHUR C with an X in the 10% Owner relationship.

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 transferred 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.

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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.
- (3) 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 distributions 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 Theresa 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.