

METROP CS COMMUNICATIONS INC
 Form 3
 March 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
PERRY JAMES N JR		(Month/Day/Year)	METROP CS COMMUNICATIONS INC [NONE]	
(Last)	(First)	(Middle)	03/05/2007	
THREE FIRST NATIONAL PLAZA, SUITE 3800			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, IL 60602			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,739,551	I (1) (2)	See Footnote (1) (2)
Common Stock	2,876	I (1) (3)	See Footnote (1) (3)
Common Stock	1,500	D (1) (4)	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
Stock Option (right to buy)	Â (5)	11/02/2015	Common Stock	40,000	\$ 21.46	D (1) (4)	Â
Stock Option (right to buy)	Â (6)	03/14/2016	Common Stock	13,000	\$ 21.46	D (1) (4)	Â
Stock Option (right to buy)	Â (7)	01/26/2017	Common Stock	12,000	\$ 34	D (1) (4)	Â
Series D Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	5,460,967 (8) (9)	\$ 9.4 (8)	I (1) (2)	See Footnote (1) (2)
Series E Convertible Preferred Stock	Â (10)	Â (10)	Common Stock	1,010,096 (10) (11)	\$ 27 (10)	I (1) (2)	See Footnote (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY JAMES N JR THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602	Â X	Â X	Â	Â
MADISON DEARBORN CAPITAL PARTNERS IV LP 70 W. MADISON SUITE 3800 CHICAGO, IL 60602	Â	Â X	Â	Â
MADISON DEARBORN PARTNERS IV LP 70 W. MADISON SUITE 3800 CHICAGO, IL 60602	Â	Â X	Â	Â

Signatures

/s/ James N. Perry, Jr.	03/13/2007
**Signature of Reporting Person	Date
Madison Dearborn Capital Partners IV, L.P.; By: Madison Dearborn Partners IV, L.P., its general partner; By: Madison Dearborn Partners, LLC, its general partner; /s/ James N. Perry Jr.; Title: Managing Director	03/13/2007
**Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P.; By: Madison Dearborn Partners, LLC, its general partner; /s/ James N. Perry Jr.; Title: Managing Director	03/13/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each of Madison Dearborn Capital Partners IV, L.P. ("MDCP"), Madison Dearborn Partners IV, L.P. ("MDP IV") and the designated person is jointly filing this Form 3 report and may be deemed to be a member of a "group" (collectively, "Madison Dearborn Partners IV, L.P., et al") under Section 13d-3 of the Securities Exchange Act of 1934, as amended, and to share voting and/or investment power with respect to the shares owned by Madison Dearborn Partners IV, L.P., et al. Each reporting person other than the referenced individual or entity disclaims beneficial ownership of the reported securities except to the extent of his, or its, pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) These securities are held directly by MDCP. MDPIV is the general partner of MDCP. John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP.

(3) These securities are held directly by MDP IV. John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDP IV.

(4) These securities are held directly by the designated reporting person.

(5) This option was granted on November 2, 2005. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as defined in the Employee Non-Qualified Option Grant Agreement).

(6) This option was granted on March 14, 2006. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as defined in the Employee Non-Qualified Option Grant Agreement).

(7) This option was granted on January 26, 2007. This option vests over a period of three years as follows: The option shall vest and become exercisable with respect to 1/36 of the shares on the date of each month beginning on the "Vesting Commencement Date" (as defined in the Employee Non-Qualified Option Grant Agreement).

(8) The Series D Convertible Preferred Stock (the "Series D Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into common stock (the "Common Stock") of MetroPCS Communications, Inc. (the "Issuer") at the price of \$9.40 per share of Common Stock upon (i) completion of a Qualified Public Offering (as defined in the Securities Purchase Agreement, as amended); (ii) the Common Stock trading on a national securities exchange for a period of 30 consecutive trading dates above a price that implies a market valuation of the Series D Preferred Stock in excess of twice the initial purchase price of the Series D Preferred Stock; or (iii) the date specified by the holders of two-thirds of the initial purchase price of the Series D Preferred Stock. If not previously converted, the Issuer is required to redeem all outstanding shares of Series D Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

(9) This amount includes 1,204,457 shares of Common Stock issuable pursuant to accrued dividends.

(10) The Series E Convertible Preferred Stock (the "Series E Preferred Stock") and the accrued but unpaid dividends thereon will automatically convert into Common Stock of the Issuer at the price of \$27.00 per share of Common Stock upon (i) completion of a Qualified Public Offering (as defined in the Second Amended and Restated Stockholders Agreement); (ii) the Common Stock trading on a national securities exchange for a period of 30 consecutive trading dates above a price that implies a market valuation of the Series E Preferred Stock in excess of twice the initial purchase price of the Series E Preferred Stock; or (iii) the date specified by the holders of two-thirds of the initial purchase price of the Series E Preferred Stock. If not previously converted, the Issuer is required to redeem all outstanding shares of Series E Preferred Stock on July 17, 2015, at the liquidation value plus accrued but unpaid dividends.

(11) This amount includes 84,170 shares of Common Stock issuable pursuant to accrued dividends.

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Remarks:

MDCP and MDP IV (the "MDCP Funds") have a representative on the Issuer's board of directors. serves as the MDCP Funds' representative on the board of directors and, as such, the MDCP Func

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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