

Keys Thomas Christopher
Form 4
May 02, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keys Thomas Christopher

(Last) (First) (Middle)

C/O T-MOBILE US, INC., 12920 SE
38TH STREET

(Street)

BELLEVUE, WA 98006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

T-Mobile US, Inc. [TMUS]

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

04/30/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	04/30/2013		F	Amount 58,730 (1) (2)	(A) or (D) D \$ 15.58	173,783 (3)	D

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)

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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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.65 ⁽⁴⁾					⁽⁵⁾	03/04/2020	Common Stock	39,844 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 37.91 ⁽⁴⁾					⁽⁵⁾	04/18/2017	Common Stock	88,875 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 11.01 ⁽⁴⁾					⁽⁵⁾	02/07/2022	Common Stock	81,458 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 11.49 ⁽⁴⁾					⁽⁵⁾	02/05/2023	Common Stock	100,000 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 20.71 ⁽⁴⁾					⁽⁵⁾	02/28/2021	Common Stock	115,000 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 20.77 ⁽⁴⁾					⁽⁵⁾	03/04/2019	Common Stock	147,500 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 55.43 ⁽⁴⁾					⁽⁵⁾	08/08/2017	Common Stock	200,000 ⁽⁴⁾ ⁽⁵⁾	
Stock Option (right to buy)	\$ 24.31 ⁽⁴⁾					⁽⁵⁾	03/07/2018	Common Stock	282,560 ⁽⁴⁾ ⁽⁵⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keys Thomas Christopher C/O T-MOBILE US, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006	President and COO

Signatures

/s/ Catherine Noyes, as Attorney in Fact for Thomas C.
Keys

05/02/2013

__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).

The number of shares subject to the reporting person's restricted stock awards has been adjusted to reflect the reverse stock split implemented pursuant to the Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013 (the "Agreement"), by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH,

- (1) T-Mobile USA, Inc. and MetroPCS Communications, Inc. The vesting of these restricted stock awards was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of an equity plan of MetroPCS Communications, Inc. (the "Plan"). Under the terms of the Agreement, the reporting person also received a cash payment of \$4.0491 per share on a pre-reverse stock split basis with respect to vested shares held pursuant to the awards.
- (2) Shares withheld to satisfy the minimum statutory tax withholding requirements on the vesting of restricted stock.
- (3) The number of shares has been adjusted to reflect the reverse stock split implemented pursuant to the Agreement.
- (4) The exercise price of and number of shares subject to this stock option have been adjusted to reflect the reverse stock split implemented and cash payments made pursuant to the Agreement.
- (5) To the extent not already vested as of April 30, 2013, the vesting of this stock option was accelerated in connection with the closing of the transactions contemplated by the Agreement, pursuant to the terms of the Plan.

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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