

Keys Thomas Christopher
 Form 4
 May 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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)
 05/03/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, COO - MetroPCS Business

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2013		M		40,000	A	\$ 11.49 173,783
Common Stock	05/03/2013		M		40,000	A	\$ 11.01 213,783
Common Stock	05/03/2013		S ⁽¹⁾		80,000	D	\$ 17.5219 133,783
Common Stock	05/06/2013		M		41,458	A	\$ 11.01 175,241
Common Stock	05/06/2013		S ⁽¹⁾		41,458	D	\$ 17.6232 133,783

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					(3)			
					\$			
Common Stock	05/07/2013		S ⁽¹⁾	122,291	D	17.6809	11,492	D
						(6)		

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)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 11.49	05/03/2013		M	40,000	<u>(4)</u> 02/05/2023	Common Stock	40,000
Stock Option (right to buy)	\$ 11.01	05/03/2013		M	40,000	<u>(5)</u> 02/07/2022	Common Stock	40,000
Stock Option (right to buy)	\$ 11.01	05/06/2013		M	41,458	<u>(5)</u> 02/07/2022	Common Stock	41,458

Reporting Owners

Reporting Owner Name / Address

Relationships

Keys Thomas Christopher
C/O T-MOBILE US, INC.
12920 SE 38TH STREET
BELLEVUE, WA 98006

Director 10% Owner Officer Other

EVP, COO - MetroPCS Business

Signatures

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

05/07/2013

__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).

- (1) The sales reported for this Form 4 were effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person on December 7, 2012 and amended March 14, 2013.

- (2) The price reported in Column 4 is a weighted average sale price. These share were sold in multiple transactions at prices ranging from \$17.45 to \$17.65, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The price reported in Column 4 is a weighted average sale price. These share were sold in multiple transactions at prices ranging from \$17.55 to \$17.7101, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) The option was granted on February 5, 2013. 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 Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013, by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA, Inc. and MetroPCS Communications, Inc., pursuant to the terms of an equity plan of MetroPCS Communications, Inc.

- (5) The option was granted on February 7, 2012. 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 Business Combination Agreement, dated as of October 3, 2012 and amended as of April 14, 2013, by and among Deutsche Telekom AG, T-Mobile Global Zwischenholding GmbH, T-Mobile Global Holding GmbH, T-Mobile USA, Inc. and MetroPCS Communications, Inc., pursuant to the terms of an equity plan of MetroPCS Communications, Inc.

- (6) The price reported in Column 4 is a weighted average sale price. These share were sold in multiple transactions at prices ranging from \$17.58 to \$17.91, inclusive. The reporting person undertakes to provide to the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.