

EchoStar CORP
Form 4
November 12, 2008

FORM 4

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

OMB APPROVAL

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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 *
ERGEN CHARLES W

(Last) (First) (Middle)

90 INVERNESS CIRCLE EAST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EchoStar CORP [SATS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2008

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)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | | | | | 89,730 | D | |
| Class A Common Stock | | | | | 47 | I | I (1) |
| Class A Common Stock | | | | | 5,435 | I | I (2) |
| Class A Common Stock | | | | | 3,704 | I | I (3) |

Stock

Class A
Common
Stock

201 I I ⁽⁴⁾

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

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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 Underlying Security (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock | <u>(5)</u> | 11/10/2008 | | G ⁽⁶⁾ | V | | 3,375,812 | <u>(5)</u> | <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 11/10/2008 | | G ⁽⁶⁾ | V | | 3,375,812 | <u>(5)</u> | <u>(5)</u> | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ERGEN CHARLES W 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112 | X | X | Chairman and CEO | |

Signatures

/s/ Charles W. Ergen, by Brandon Ehrhart, his Attorney in Fact

11/12/2008

__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) Held by Ms. Cantey Ergen.

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- (2) The shares are held by a custodian for the reporting person's minor children. The reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- (3) Held by Mr. Charlie Ergen in a 401(k) account.
- (4) Held by Ms. Cantey Ergen in a 401(k) account.
- (5) The holder of the shares of Class B stock may elect to convert any or all of their Class B shares into an equal number of Class A shares at any time for no additional consideration.

The shares were received in connection with the spin-off of DISH Network Corporation's ("DISH") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off"). Pursuant to the terms of the Ergen Three-Year GRAT, on November 10, 2008 all 1,474,255 shares held by the Ergen Three-Year GRAT were distributed as an annuity to Mr. Ergen, and following the distribution, the

- (6) Ergen Three-Year GRAT expired in accordance with its terms. Pursuant to the terms of the Ergen-Four Year GRAT, 1,090,733 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Four-Year GRAT retaining 693,371 shares. The Ergen Four-Year GRAT expires on November 9, 2009. Pursuant to the terms of the Ergen Five-Year GRAT, 810,824 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Five-Year GRAT retaining 1,156,996 shares. The Ergen Five-Year GRAT expires on November 9, 2010.

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.