

ERGEN CHARLES W
Form 4
December 02, 2011

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)

100 INVERNESS TERRACE E.

(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)
11/30/2011

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

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) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 60,970 | D | |
| Class A Common Stock | | | | | 14,301 | I | I (1) |
| Class A Common Stock | | | | | 47 | I | I (2) |
| Class A Common Stock | | | | | 3,705 | I | I (3) |

| | | | |
|----------------------------|--|-------|--------------------|
| Stock | | | |
| Class A Common Stock | | 201 | I I ⁽⁴⁾ |
| Class A Common Stock | | 5,400 | I I ⁽⁵⁾ |

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|--|
| | | | | | (A) | (D) | | |
| Class B Common Stock | (6) | 11/30/2011 | | G ⁽⁷⁾ | V | 8,051,375 | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 11/30/2011 | | G ⁽⁷⁾ | V | 7,653,033 | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 11/30/2011 | | G ⁽⁷⁾ | V | 398,342 | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 11/30/2011 | | G ⁽⁹⁾⁽¹⁰⁾ | V | 2,513,122 | (6) (6) | Class A Common Stock |
| Class B Common Stock | (6) | 11/30/2011 | | G ⁽⁹⁾⁽¹⁰⁾ | V | 2,513,122 | (6) (6) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

ERGEN CHARLES W
100 INVERNESS TERRACE E. X X Chairman
ENGLEWOOD, CO 80112

Signatures

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

12/02/2011

__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 shares are held by a custodian for the reporting person's children. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (2) Held by Ms. Cantey Ergen.
- (3) Held by Mr. Charlie Ergen in a 401(k) account.
- (4) Held by Ms. Cantey Ergen in a 401(k) account.
- (5) The shares are held by a charitable foundation. The reporting person is an officer of the charitable foundation and has both investment control and voting power for the foundation. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (6) 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.
- (7) Pursuant to the terms of the Ergen Two-Year 2009 SATS GRAT, 7,653,033 shares were distributed as an annuity to Mr. Ergen on November 30, 2011, and the remaining 398,342 shares were distributed to a trust, the beneficiaries of which are members of Mr. Ergen's family. Following this distribution, the Ergen Two-Year 2009 SATS GRAT expired pursuant to its terms.
- (8) The shares are held in trust for the reporting person's family members. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (9) Pursuant to the terms of the Ergen Two-Year 2010 SATS GRAT, 1,075,325 shares were distributed as an annuity to Mr. Ergen on November 30, 2011, with the Ergen Two-Year 2010 SATS GRAT retaining 1,424,675 shares. The Ergen Two-Year 2010 SATS GRAT expires on November 30, 2012. Pursuant to the terms of the Ergen Three-Year 2010 SATS GRAT, 657,326 shares were distributed as an annuity to Mr. Ergen on November 30, 2011, with the Ergen Three-Year SATS GRAT retaining 1,842,674 shares. The Ergen Three-Year 2010 SATS GRAT expires on November 30, 2013.
- (10) Pursuant to the terms of the Ergen Four-Year 2010 SATS GRAT, 451,048 shares were distributed as an annuity to Mr. Ergen on November 30, 2011, with the Ergen Four-Year 2010 SATS GRAT retaining 2,048,952 shares. The Ergen Four-Year 2010 SATS GRAT expires on November 30, 2014. Pursuant to the terms of the Ergen Five-Year 2010 SATS GRAT, 329,423 shares were distributed as an annuity to Mr. Ergen on November 30, 2011, with the Ergen Five-Year 2010 SATS GRAT retaining 2,170,577 shares. The Ergen Five-Year 2010 SATS GRAT expires on November 30, 2015.

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.