

ERGEN CHARLES W
Form 4
December 02, 2010

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 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)
11/30/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | | | | | 74,130 | D | |
| Class A Common Stock | | | | | 47 | I | I (1) |
| Class A Common Stock | | | | | 12,621 | I | I (2) |
| Class A Common Stock | | | | | 3,705 | 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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|-----|--|------------------|--|
| | | | | | (A) | (D) | (A) | (D) | Date Exercisable | |
| Class B Common Stock | <u>(5)</u> | 11/30/2010 | | G ⁽⁶⁾ V | | 6,948,625 | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 11/30/2010 | | G ⁽⁶⁾ V | 6,948,625 | | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 11/30/2010 | | G ⁽⁷⁾ V | | 10,000,000 | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 11/30/2010 | | G ⁽⁷⁾ V | 10,000,000 | | | <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 100 INVERNESS TERRACE EAST ENGLEWOOD, CO 80112 | X | X | Chairman | |

Signatures

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

12/02/2010

__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.
 - (2) 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 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.

Pursuant to the terms of the Ergen Two-Year 2009 GRAT, on November 30, 2010, 6,948,625 shares held by the Ergen Two-Year GRAT
 - (6) were distributed as an annuity to Mr. Ergen, with the Ergen Two-Year GRAT retaining 8,051,375 shares. The Ergen Two-Year GRAT expires on November 30, 2011.
 - (7) On November 30, 2010, the reporting persons established four GRATs, contributing 2,500,000 Class B shares to each, resulting in the transfer of a total of 10,000,000 Class B shares.

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.