

DISH Network CORP
Form 4
November 12, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ergen 2005 Three Year GRAT dated
November 9 2005

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DISH Network CORP [DISH]

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 ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

Joint Filing Group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	11/10/2008	G ⁽²⁾	V			7,371,275		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	7,371,275
Class B Common Stock	<u>(1)</u>	11/10/2008	G ⁽³⁾	V			5,453,667		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,453,667
Class B Common Stock	<u>(1)</u>	11/10/2008	G ⁽⁴⁾	V			4,054,122		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	4,054,122

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen 2005 Three Year GRAT dated November 9 2005 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen 2005 Four Year GRAT dated November 9 2005 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen 2005 Five Year GRAT dated November 9 2005 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112		X		Joint Filing Group

Signatures

/s/ David K. Moskowitz, Trustee of the Ergen Three-Year GRAT dated November 9, 2005, by Brandon Ehrhart, his Attorney in Fact	11/12/2008
**Signature of Reporting Person	Date
/s/ David K. Moskowitz, Trustee of the Ergen Four-Year GRAT dated November 9, 2005, by Brandon Ehrhart, his Attorney in Fact	11/12/2008
**Signature of Reporting Person	Date
/s/ David K. Moskowitz, Trustee of the Ergen Five-Year GRAT dated November 9, 2005, 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)

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On November 9, 2005, Charles W. Ergen established four Grantor Retained Annuity Trusts ("GRATs"), contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,000 Class B shares. Each GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.

- (2) Pursuant to the terms of the Ergen Three-Year GRAT, all 7,371,275 shares held by the Ergen Three-Year GRAT were distributed as an annuity to Mr. Ergen on November 10, 2008. Following this distribution, the Ergen Three-Year GRAT expired pursuant to its terms.
- (3) Pursuant to the terms of the Ergen Four-Year GRAT, 5,453,667 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Four-Year GRAT retaining 3,466,857 shares. The Ergen Four-Year GRAT expires on November 9, 2009.
- (4) Pursuant to the terms of the Ergen Five-Year GRAT, 4,054,122 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Five-Year GRAT retaining 5,784,982 shares. The Ergen Five-Year GRAT expires on November 9, 2010.

- There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner. The dispositive and voting power of the shares held by each of the GRATs is made independent of each other, except to the extent that Mr. David K. Moskowitz is the trustee of each of the GRATs and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such GRAT.
- (5)

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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