

ERGEN CHARLES W
Form 4
December 04, 2012

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

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 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)
11/30/2012

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) Price			
Class A Common Stock					154,598	D	
Class A Common Stock					10,734	I	I (1)
Class A Common Stock					47	I	I (2)
Class A Common					3,705	I	I (3)

Stock

Class A Common Stock	201	I	I ⁽⁴⁾
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Class A Common Stock	5,400	I	I ⁽⁵⁾
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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	(6)	11/30/2012		G ⁽⁷⁾⁽⁸⁾	V		2,619,025	(6)	(6)	Class A Common Stock
Class B Common Stock	(6)	11/30/2012		G ⁽⁷⁾⁽⁸⁾	V		2,087,602	(6)	(6)	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/ James Gorman, his
Attorney-in-Fact

12/04/2012

__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 2010 SATS GRAT, 893,252 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, and the remaining 531,423 shares were distributed to a trust, the beneficiaries of which are members of the reporting person's family. Trusts for the reporting person's family members hold 1,778,795 shares following this distribution. Following this distribution, the Ergen Two-Year 2010 SATS GRAT expired pursuant to its terms.
- (8) Pursuant to the terms of the Ergen Three-Year 2010 SATS GRAT, 546,028 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Three-Year 2010 SATS GRAT retaining 1,296,646 shares. The Ergen Three-Year 2010 SATS GRAT expires on November 30, 2013. Pursuant to the terms of the Ergen Four-Year 2010 SATS GRAT, 374,677 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Four-Year 2010 SATS GRAT retaining 1,674,275 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, 273,645 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Five -Year 2010 SATS GRAT retaining 1,896,932 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.