

EchoStar CORP
 Form 4
 December 02, 2011

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 Two-Year 2009 SATS GRAT

(Last) (First) (Middle)
 400 INVERNESS PARKWAY,
 SUITE 250
 (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)
 Joint Filing Group

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 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) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------------------------------|------------------|------------------|---|-----------|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | | | | |
| Class B Common Stock | <u>(1)</u> | 11/30/2011 | G ⁽³⁾ | V | 8,051,375 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 8,051,375 |
| Class B Common Stock | <u>(2)</u> | 11/30/2011 | G ⁽⁴⁾ | V | 1,075,325 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 1,075,325 |
| Class B Common Stock | <u>(2)</u> | 11/30/2011 | G ⁽⁵⁾ | V | 657,326 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 657,326 |
| Class B Common Stock | <u>(2)</u> | 11/30/2011 | G ⁽⁶⁾ | V | 451,048 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 451,048 |
| Class B Common Stock | <u>(2)</u> | 11/30/2011 | G ⁽⁷⁾ | V | 329,423 | <u>(2)</u> | <u>(2)</u> | Class A Common Stock | 329,423 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Ergen Two-Year 2009 SATS GRAT 400 INVERNESS PARKWAY, SUITE 250 ENGLEWOOD, CO 80112 | | X | | Joint Filing Group |
| Ergen Two-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112 | | X | | Joint Filing Group |
| Ergen Three-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112 | | X | | Joint Filing Group |
| Ergen Four-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGELWOOD, CO 80112 | | X | | Joint Filing Group |
| Ergen Five-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112 | | X | | Joint Filing Group |

Signatures

| | |
|---|------------|
| /s/ William R. Gouger, Trustee of the Ergen Two-Year 2009 SATS GRAT, by Brandon E. Ehrhart his Attorney in Fact | 12/02/2011 |
| __Signature of Reporting Person | Date |
| /s/ William R. Gouger, Trustee of the Ergen Two-Year 2010 SATS GRAT, by Brandon E. Ehrhart his Attorney in Fact | 12/02/2011 |
| __Signature of Reporting Person | Date |
| /s/ William R. Gouger, Trustee of the Ergen Three-Year 2010 SATS GRAT, by Brandon E. Ehrhart his Attorney in Fact | 12/02/2011 |
| __Signature of Reporting Person | Date |
| /s/ William R. Gouger, Trustee of the Ergen Four-Year 2010 SATS GRAT, by Brandon E. Ehrhart his Attorney in Fact | 12/02/2011 |
| __Signature of Reporting Person | Date |
| /s/ William R. Gouger, Trustee of the Ergen Five-Year 2010 SATS GRAT, by Brandon E. 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) On November 30, 2009, Charles W. Ergen established the Ergen Two-Year 2009 SATS GRAT, contributing 15,000,000 Class B shares. The Ergen Two-Year 2009 SATS 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) On November 30, 2010, Charles W. Ergen 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. 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.
 - (3) 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.
 - (4) 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.
 - (5) 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 2010 SATS GRAT retaining 1,842,674 shares. The Ergen Three-Year 2010 SATS GRAT expires on November 30, 2013.
 - (6) 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.
 - (7) 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.
 - (8) There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner, except that the trust agreement for the GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of the Issuer held by the GRAT unless a Change of Control Event (as defined in Item 6 of the GRAT's Schedule 13D/A filed on December 1, 2011) occurs. 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. William R. Gouger 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.

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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