

EHOSTAR COMMUNICATIONS CORP
 Form 4
 November 14, 2006

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 *
 DEFRANCO JAMES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9601 S. MERIDIAN BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

ENGLEWOOD, CO 80112
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/19/2006		G ⁽¹⁾	V	775	D	\$ 0
Class A Common Stock	11/09/2006		M		48,000	A	\$ 2.125
Class A Common Stock	11/09/2006		M		120,000	A	\$ 6
Class A Common	11/09/2006		S		400	D	\$ 36.4

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Stock

Class A Common Stock	11/09/2006	S	2,600	D	\$ 36.41	4,927,752	D
Class A Common Stock	11/09/2006	S	3,300	D	\$ 36.42	4,924,452	D
Class A Common Stock	11/09/2006	S	1,600	D	\$ 36.43	4,922,852	D
Class A Common Stock	11/09/2006	S	7,376	D	\$ 36.44	4,915,476	D
Class A Common Stock	11/09/2006	S	29,187	D	\$ 36.45	4,886,289	D
Class A Common Stock	11/09/2006	S	18,487	D	\$ 36.46	4,867,802	D
Class A Common Stock	11/09/2006	S	10,899	D	\$ 36.47	4,856,903	D
Class A Common Stock	11/09/2006	S	10,438	D	\$ 36.48	4,846,465	D
Class A Common Stock	11/09/2006	S	6,712	D	\$ 36.49	4,839,753	D
Class A Common Stock	11/09/2006	S	15,000	D	\$ 36.5	4,824,753	D
Class A Common Stock	11/09/2006	S	12,498	D	\$ 36.51	4,812,255	D
Class A Common Stock	11/09/2006	S	5,403	D	\$ 36.52	4,806,852	D
Class A Common Stock	11/09/2006	S	2,500	D	\$ 36.53	4,804,352	D
Class A Common Stock	11/09/2006	S	2,934	D	\$ 36.54	4,801,418	D

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Class A Common Stock	11/09/2006	S	14,362	D	\$ 36.55	4,787,056	D	
Class A Common Stock	11/09/2006	S	5,597	D	\$ 36.56	4,781,459	D	
Class A Common Stock	11/09/2006	S	2,806	D	\$ 36.57	4,778,653	D	
Class A Common Stock	11/09/2006	S	4,565	D	\$ 36.58	4,774,088	D	
Class A Common Stock	11/09/2006	S	3,936	D	\$ 36.59	4,770,152	D	
Class A Common Stock	11/09/2006	S	3,349	D	\$ 36.6	4,766,803	D	
Class A Common Stock	11/09/2006	S	897	D	\$ 36.61	4,765,906	D	
Class A Common Stock	11/09/2006	S	1,800	D	\$ 36.62	4,764,106	D	
Class A Common Stock	11/09/2006	S	654	D	\$ 36.63	4,763,452	D	
Class A Common Stock	11/09/2006	S	700	D	\$ 36.64	4,762,752	D	
Class A Common Stock						8,183	I	I <u>(2)</u> <u>(6)</u>
Class A Common Stock						50,000	I	I <u>(3)</u>

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)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 2.125	11/09/2006		M	48,000	<u>(5)</u>	02/12/2007	Class A Common Stock	48,000
Employee Stock Option (Right to Buy)	\$ 6	11/09/2006		M	120,000	<u>(4)</u>	02/17/2009	Class A Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEFRANCO JAMES 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X		Executive Vice President	

Signatures

/s/ James DeFranco, by Robert Rehg, his Attorney in Fact
 11/14/2006
 **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 were gifted to the reporting person's minor child on April 19, 2006.
- (2) The shares are being held by the reporting person as custodian for his minor children. The number of shares includes the 775 shares gifted on April 19, 2006.
- (3) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's minor children and grandchildren. The reporting person disclaims beneficial ownership of these shares.
- (4) The shares underlying the option vested at the rate of 20% per year, commencing February 17, 2000.
- (5) The shares underlying the option vested at the rate of 20% per year, commencing February 12, 1998.
- (6) The shares are held by DeFranco Investments Co., Ltd., a general partnership, of which the reporting person is sole general partner.

Remarks:

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Due to SEC rules limiting the number of transactions that can be reported on a single Form 4, this Form 4 is part 1 of 2 for transactions.

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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