

DISH Network CORP
 Form 4
 May 23, 2013

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 *
 CLAYTON JOSEPH P

(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)
 05/21/2013

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)
 President and CEO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|---|------------------|
| | | | Code | V | Amount or (D) Price | | | | | |
| Class A Common Stock | 05/21/2013 | | M ⁽¹⁾ | | 10,000 ⁽¹⁾ | A | \$ 0 | 89,564 ⁽²⁾ | D | |
| Class A Common Stock | 05/22/2013 | | S ⁽³⁾ | | 4,500 ⁽³⁾ | D | \$ 39.72 | 85,064 ⁽²⁾ | D | |
| Class A Common Stock | | | | | | | | 250 | I | I ⁽⁴⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Unit Award | \$ 0 ⁽⁵⁾ | 05/21/2013 | | M ⁽¹⁾ | 10,000 ⁽¹⁾ | 05/21/2013 ⁽¹⁾ 03/31/2014 | Class A Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLAYTON JOSEPH P 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | | President and CEO | |

Signatures

/s/ Joseph P. Clayton, by Brandon Ehrhart, his Attorney in Fact

05/23/2013

__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) Pursuant to the terms of the reporting person's restricted stock unit agreement, 10,000 restricted stock units vested on May 21, 2013.
- (2) Includes shares acquired under the Company's Employee Stock Purchase Plan.
- (3) Represents shares sold to cover tax obligations in connection with the vested restricted stock units listed in Table II. The transaction reported on this Form 4 was effected pursuant to a Rule 10B5-1 trading plan.
- (4) By 401(K).
- (5) Each restricted stock unit converts into one share of stock upon vesting, which will be issued to the reporting person immediately upon vesting.

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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