

EchoStar Holding CORP
 Form 4
 January 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
ORBAN PAUL W

(Last) (First) (Middle)

90 INVERNESS CIRCLE EAST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EchoStar Holding CORP [SATS]

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2008

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)
 SVP & Controller

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	01/01/2008		J ⁽¹⁾	V	447	A	\$ 0 447	D
Class A Common Stock	01/01/2008		J ⁽¹⁾	V	124	A	\$ 0 124	I
								I ⁽²⁾

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.63	01/02/2008		A ⁽³⁾	V 5,000	⁽⁴⁾ 09/30/2016	Class A Common Stock 5,000
Restricted Stock Unit	⁽⁵⁾	01/02/2008		A ⁽⁶⁾	V 1,000	⁽⁷⁾ 09/30/2016	Class A Common Stock 1,000
Employee Stock Option (Right to Buy)	\$ 24.68	01/02/2008		A ⁽³⁾	V 6,000	⁽⁸⁾ 03/31/2015	Class A Common Stock 6,000
Employee Stock Option (Right to Buy)	\$ 25.95	01/02/2008		A ⁽³⁾	V 5,000	⁽⁹⁾ 06/30/2014	Class A Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 24.37	01/02/2008		A ⁽³⁾	V 500	⁽¹⁰⁾ 03/31/2013	Class A Common Stock 500
Employee Stock Option (Right to Buy)	\$ 14.6	01/02/2008		A ⁽³⁾	V 600	⁽¹¹⁾ 09/30/2012	Class A Common Stock 600
Employee Stock Option (Right to Buy)	\$ 5.06	01/02/2008		A ⁽³⁾	V 16,000	⁽¹²⁾ 02/17/2009	Class A Common Stock 16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORBAN PAUL W 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112			SVP & Controller	

Signatures

/s/ Paul W.
Orban

01/04/2008

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) The shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off").
- (2) By 401(k).
- (3) The option was issued in connection with the Spin-Off. Under the terms of the employee matters agreement executed between the issuer and ECC, the exercise price of the option became calculable on January 2, 2008.
- (4) The shares underlying the option were 20% vested on the date of grant with the remaining 80% vesting at the rate of 20% per year, commencing on September 30, 2008.
- (5) Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.
- (6) The restricted stock unit was issued in connection with the Spin-Off.
- (7) The grant is subject to achievement of certain performance criteria and was 10% vested on the date of grant with the remaining 90% vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2010, and then at the rate of 20% per year thereafter.
- (8) The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing March 31, 2008 until March 31, 2009, and then at the rate of 20% per year thereafter.
- (9) The shares underlying the option were 60% vested on the date of grant with the remaining 40% vesting at the rate of 20% per year, commencing on June 30, 2008.
- (10) The shares underlying the option were 80% vested on the date of grant with the remaining 20% vesting on March 31, 2008.
- (11) The shares underlying the option were 100% vested on the date of grant.
- (12) The grant is subject to achievement of certain performance criteria and was 100% vested on the date of grant.

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