

DISH Network CORP
Form 4
November 12, 2008

FORM 4

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

OMB APPROVAL

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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 *
ERGEN CHARLES W

(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)
11/10/2008

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)
Chairman 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock				V	448,652	D	
Class A Common Stock					235	I	I (1)
Class A Common Stock					27,175	I	I (2)
Class A Common					18,648	I	I (3)

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Stock

Class A
Common
Stock

1,099 I I ⁽⁴⁾

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 (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
Class B Common Stock	<u>(5)</u>	11/10/2008		G ⁽⁶⁾ V	16,879,064	<u>(5)</u>	<u>(5)</u>	Class A Common Stock
Class B Common Stock	<u>(5)</u>	11/10/2008		G ⁽⁶⁾ V	16,879,064	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERGEN CHARLES W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X	X	Chairman and CEO	
ERGEN CANTEY 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X			

Signatures

/s/ Charles W. Ergen, by Brandon Ehrhart, his Attorney in Fact 11/12/2008

**Signature of Reporting Person Date

/s/ Cantey M. Ergen, by Brandon Ehrhart, her Attorney in Fact 11/12/2008

__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) Held by Ms. Cantey Ergen.
- (2) The shares are held by a custodian for the reporting persons' minor children. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (3) Held by Mr. Charlie Ergen in a 401(k) account.
- (4) Held by Ms. Cantey Ergen in a 401(k) account.
- (5) 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.

On November 9, 2005, the reporting persons established four GRATs, contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,000 Class B shares. Pursuant to the terms of the Ergen Three-Year GRAT, on November 10, 2008 all 7,371,275 shares held by the Ergen Three-Year GRAT were distributed as an annuity to Mr. Ergen, and following the distribution, the Ergen Three-Year GRAT expired in accordance with its terms. Pursuant to the terms of the Ergen-Four Year GRAT, 5,453,667 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Four-Year GRAT retaining 3,466,857 shares. The Ergen Four-Year GRAT expires on November 9, 2009. Pursuant to the terms of the Ergen Five-Year GRAT, 4,054,122 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Five-Year GRAT retaining 5,784,982 shares. The Ergen Five-Year GRAT expires on November 9, 2010.

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.