

EchoStar CORP
Form 4
November 12, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ergen 2005 Three Year GRAT dated
November 9 2005

(Last) (First) (Middle)

90 INVERNESS CIRCLE EAST

(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)
11/10/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer (give title ____X__ Other (specify
below) below)

Joint Filing Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
			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)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	11/10/2008	G <u>(2)</u>	V	1,474,255		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,474,255
Class B Common Stock	<u>(1)</u>	11/10/2008	G <u>(3)</u>	V	1,090,733		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,090,733
Class B Common Stock	<u>(1)</u>	11/10/2008	G <u>(4)</u>	V	810,824		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	810,824

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen 2005 Three Year GRAT dated November 9 2005 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen 2005 Four Year GRAT dated November 9 2005 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen 2005 Five Year GRAT dated November 9 2005 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112		X		Joint Filing Group

Signatures

/s/ David K. Moskowitz, Trustee of the Ergen Three-Year GRAT dated November 9, 2005, by Brandon Ehrhart, his Attorney in Fact	11/12/2008
_____ **Signature of Reporting Person	Date
/s/ David K. Moskowitz, Trustee of the Ergen Four-Year GRAT dated November 9, 2005, by Brandon Ehrhart, his Attorney in Fact	11/12/2008
_____ **Signature of Reporting Person	Date
/s/ David K. Moskowitz, Trustee of the Ergen Five-Year GRAT dated November 9, 2005, by Brandon Ehrhart, his 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)

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The shares were received in connection with the spin-off of DISH Network Corporation's ("DISH") technology and certain infrastructure assets effective January 1, 2008 (the "Spin-Off"). 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.

- (2) Pursuant to the terms of the Ergen Three-Year GRAT, all 1,474,255 shares held by the Ergen Three-Year GRAT were distributed as an annuity to Mr. Ergen on November 10, 2008. Following this distribution, the Ergen Three-Year GRAT expired pursuant to its terms.
- (3) Pursuant to the terms of the Ergen Four-Year GRAT, 1,090,733 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Four-Year GRAT retaining 693,371 shares. The Ergen Four-Year GRAT expires on November 9, 2009.
- (4) Pursuant to the terms of the Ergen Five-Year GRAT, 810,824 shares were distributed as an annuity to Mr. Ergen on November 10, 2008, with the Ergen Five-Year GRAT retaining 1,156,996 shares. The Ergen Five-Year GRAT expires on November 9, 2010.

- There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner. 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. David K. Moskowitz 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.
- (5)

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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