

EchoStar CORP  
 Form 4  
 December 02, 2010

**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 \*  
 Ergen Two-Year 2009 SATS GRAT

(Last) (First) (Middle)

400 INVERNESS PARKWAY,  
 SUITE 250

(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)  
 11/30/2010

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	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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**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>	11/30/2010	G <sup>(3)</sup>	V			6,948,625		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	6,948,625

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen Two-Year 2009 SATS GRAT 400 INVERNESS PARKWAY, SUITE 250 ENGLEWOOD, CO 80112		X		

## Signatures

/s/ William R. Gouger, Trustee of the Ergen Two-Year 2009 SATS GRAT, by Brandon E. Ehrhart his Attorney in Fact 12/02/2010

\*\*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) On November 30, 2009, Charles W. Ergen established the Ergen Two-Year 2009 GRAT, contributing 15,000,000 Class B shares. The Ergen Two-Year 2009 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 Two-Year 2009 GRAT, 6,948,625 shares were distributed as an annuity to Mr. Ergen on November 30, 2010, with the Ergen Two-Year 2009 GRAT retaining 8,051,375 shares. The Ergen Two-Year 2009 GRAT expires on November 30, 2011.
- (3) There is no formal agreement to vote or dispose of the shares owned by the GRAT in a particular manner, except that the trust agreement for the GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of the Issuer held by the GRAT unless a Change of Control Event (as defined in Item 6 of the GRAT's Schedule 13D/A filed on December 1, 2010) occurs.

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.