

DEFRANCO JAMES  
Form 4  
December 07, 2006

**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 \*  
DEFRANCO JAMES

2. Issuer Name and Ticker or Trading Symbol  
ECHOSTAR COMMUNICATIONS CORP [DISH]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
9601 S. MERIDIAN BLVD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/05/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

ENGLEWOOD, CO 80112  
(City) (State) (Zip)

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

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            | 12/05/2006                           |  | S <sup>(1)</sup>               | 5,052 D   | \$ 37.45  | 4,557,475  | D   |
| Class A Common Stock            | 12/05/2006                           |  | S <sup>(1)</sup>               | 9,992 D   | \$ 37.47  | 4,547,483  | D   |
| Class A Common Stock            | 12/05/2006                           |  | S <sup>(1)</sup>               | 5,000 D   | \$ 37.48  | 4,542,483  | D   |
| Class A Common                  | 12/05/2006                           |  | S <sup>(1)</sup>               | 9,956 D   | \$ 37.49  | 4,532,527  | D   |

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|                            |            |                         |        |   |             |           |   |                         |
|----------------------------|------------|-------------------------|--------|---|-------------|-----------|---|-------------------------|
| Stock                      |            |                         |        |   |             |           |   |                         |
| Class A<br>Common<br>Stock | 12/05/2006 | <u>S</u> <sup>(1)</sup> | 5,000  | D | \$<br>37.56 | 4,527,527 | D |                         |
| Class A<br>Common<br>Stock | 12/05/2006 | <u>S</u> <sup>(1)</sup> | 5,000  | D | \$<br>37.57 | 4,522,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>M</u> <sup>(1)</sup> | 30,000 | A | \$<br>27.18 | 4,552,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 11,000 | D | \$<br>37.25 | 4,541,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 4,000  | D | \$ 37.3     | 4,537,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 15,000 | D | \$ 37.5     | 4,522,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 5,000  | D | \$<br>37.15 | 4,517,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 5,000  | D | \$<br>37.19 | 4,512,527 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 10,052 | D | \$<br>37.32 | 4,502,475 | D |                         |
| Class A<br>Common<br>Stock | 12/06/2006 | <u>S</u> <sup>(1)</sup> | 9,948  | D | \$<br>37.34 | 4,492,527 | D |                         |
| Class A<br>Common<br>Stock |            |                         |        |   |             | 50,000    | I | <u>I</u> <sup>(2)</sup> |
| Class A<br>Common<br>Stock |            |                         |        |   |             | 8,183     | I | <u>I</u> <sup>(3)</sup> |
| Class A<br>Common<br>Stock |            |                         |        |   |             | 2,250,000 | I | <u>I</u> <sup>(4)</sup> |
| Class A<br>Common<br>Stock |            |                         |        |   |             | 18,412    | I | <u>I</u> <sup>(5)</sup> |

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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 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)       | \$ 27.18   | 12/06/2006                           |  | M <sup>(1)</sup>               | 30,000  | <sup>(6)</sup> 12/30/2015                                | Class A Common Stock 30,000                                   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| DEFRANCO JAMES<br>9601 S. MERIDIAN BLVD.<br>ENGLEWOOD, CO 80112 | X<br>Executive Vice President    |

## Signatures

/s/ James DeFranco, by Robert Rehg, his Attorney in Fact 12/07/2006

\_\_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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's minor children and grandchildren. The reporting person disclaims beneficial ownership of the shares.
- (3) The shares are being held by the reporting person as custodian for his minor children.
- (4) The shares are held by DeFranco Investments Co., Ltd., a general partnership, of which the reporting person is sole general partner.

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(5) By 401(k).

(6) The shares underlying the option were 100% vested upon the date of grant.

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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