

EchoStar CORP
 Form 4
 December 04, 2012

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 Two-Year 2010 SATS GRAT

(Last) (First) (Middle)
 400 INVERNESS PARKWAY
 (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)
 11/30/2012

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 below) ___X___ Other (specify 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Class B Common Stock	<u>(1)</u>	11/30/2012	G ⁽²⁾	V	1,424,675	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,424,675
Class B Common Stock	<u>(1)</u>	11/30/2012	G ⁽⁴⁾	V	546,028	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	546,028
Class B Common Stock	<u>(1)</u>	11/30/2012	G ⁽⁶⁾	V	374,677	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	374,677
Class B Common Stock	<u>(1)</u>	11/30/2012	G ⁽⁸⁾	V	273,645	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	273,645

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ergen Two-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Three-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Four-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112		X		Joint Filing Group
Ergen Five-Year 2010 SATS GRAT 400 INVERNESS PARKWAY ENGLEWOOD, CO 80112		X		Joint Filing Group

Signatures

/s/ William R. Gouger, Trustee of the Ergen Two-Year 2010 SATS GRAT, by Katherine M. Hanna, his Attorney-in-Fact 12/04/2012
 **Signature of Reporting Person Date

/s/ William R. Gouger, Trustee of the Ergen Three-Year 2010 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact 12/04/2012
 **Signature of Reporting Person Date

/s/ William R. Gouger, Trustee of the Ergen Four-Year 2010 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact 12/04/2012

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__Signature of Reporting Person

Date

/s/ William R. Gouger, Trustee of the Ergen Five-Year 2010 SATS GRAT, by Katherine M. Hanna, His Attorney-in-Fact

12/04/2012

__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, 2010, Charles W. Ergen established four GRATs, contributing 2,500,000 Class B shares to each, resulting in the transfer of a total of 10,000,000 Class B shares. 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 Two-Year 2010 SATS GRAT, 893,252 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, and the remaining 531,423 shares were distributed to a trust, the beneficiaries of which are members of Mr. Ergen's family. Following this distribution, the Ergen Two-Year 2010 SATS GRAT expired pursuant to its terms.

(3) These securities were owned directly by the Ergen Two-Year 2010 SATS GRAT.

(4) Pursuant to the terms of the Ergen Three-Year 2010 SATS GRAT, 546,028 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Three-Year 2010 SATS GRAT retaining 1,296,646 shares. The Ergen Three-Year 2010 SATS GRAT expires on November 30, 2013.

(5) These securities are owned directly by the Ergen Three-Year 2010 SATS GRAT.

(6) Pursuant to the terms of the Ergen Four-Year 2010 SATS GRAT, 374,677 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Four-Year 2010 SATS GRAT retaining 1,674,275 shares. The Ergen Four-Year 2010 SATS GRAT expires on November 30, 2014.

(7) These securities are owned directly by the Ergen Four-Year 2010 SATS GRAT.

(8) Pursuant to the terms of the Ergen Five-Year 2010 SATS GRAT, 273,645 shares were distributed as an annuity to Mr. Ergen on November 30, 2012, with the Ergen Five -Year 2010 SATS GRAT retaining 1,896,932 shares. The Ergen Five -Year 2010 SATS GRAT expires on November 30, 2015.

(9) These securities are owned directly by the Ergen Five-Year 2010 SATS GRAT.

(10) There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner, except that the trust agreement for each 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 GRATs' Schedule 13D/A filed on December 3, 2012) occurs. The dispositive and voting power of the shares held by each of the GRATs is independent of each other, except to the extent that Mr. William R. Gouger 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.

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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