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ECHOSTAR COMMUNICATIONS CORP

Form 424B3

March 07, 2002

PROSPECTUS SUPPLEMENT #1  
(TO PROSPECTUS DATED JANUARY 25, 2002)

FILED PURSUANT TO RULE 424(b) (3)  
REGISTRATION NO. 333-68618

ECHOSTAR COMMUNICATIONS CORPORATION  
\$1,000,000,000  
5 3/4% CONVERTIBLE SUBORDINATED NOTES DUE 2008

This prospectus supplement relates to the offer and sale from time to time by certain selling securityholders of our 5 3/4% Convertible Subordinated Notes due 2008 and the shares of our class A common stock into which the convertible notes are convertible.

This prospectus supplement should be read in conjunction with the prospectus dated January 25, 2002, which is to be delivered with this prospectus supplement. The definitions for any capitalized terms used in this prospectus supplement are included in the prospectus.

SELLING SECURITYHOLDERS

The information in the table included under the heading "Selling Securityholders" in the prospectus is superceded in part by the information appearing in the following table:

NAME	PRINCIPAL AMOUNT OF CONVERTIBLE NOTES BENEFICIALLY OWNED AND OFFERED HEREBY	SHARES OF CLASS A COMMON STOCK OWNED PRIOR TO THE OFFERING
Akela Capital Master Fund Ltd.	\$1,000,000	
Argent Classic Convertible Arbitrage Fund L.P.	\$9,650,000	
Associated Electric & Gas Insurance Services Limited	\$1,000,000	
BNP Paribas Equity Strategies, SNC	\$1,000,000	
First Union Securities, Inc.	\$5,280,000	
HBK Master Fund L.P.	\$47,000,000	
KBC Financial Products USA Inc.	\$6,000,000	
Onyx Fund Holdings, LDC	\$13,000,000	
RAM Trading Ltd.	\$31,000,000	
Rockhaven Premier Dividend Fund	\$800,000	
R(2)Investments, LDC	\$70,000,000	
UBS O'Connor LLC F/B/O UBS Global Equity	\$9,000,000	

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Arbitrage Master Ltd.

UBS Warburg LLC

\$48,105,000

NAME	PRINCIPAL AMOUNT OF CONVERTIBLE NOTES BENEFICIALLY OWNED AND OFFERED HEREBY	SHARES OF CLASS A COMMON STOCK OWNED PRIOR TO THE OFFERING
Other current and future holders of convertible notes (2)	(\$335,488,360)	

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- (1) Assumes a conversion price of \$43.29 per share and the payment of cash in lieu of fractional shares.
- (2) Information concerning other selling securityholders, including current holders of convertible notes for which we have not received current information regarding their holdings of convertible notes and class A common stock, or information reflecting transfers of their convertible notes and class A common stock to other selling securityholders, will be included in supplements to this prospectus, if required. For purposes of this table, we have assumed that such holders do not beneficially own any other shares of class A common stock, other than the shares issuable upon conversion of the convertible notes.

SEE "RISK FACTORS" BEGINNING ON PAGE 11 OF THE PROSPECTUS FOR CERTAIN RISKS YOU SHOULD CONSIDER BEFORE YOU PURCHASE ANY CONVERTIBLE NOTES OR SHARES OF CLASS A COMMON STOCK.

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Neither the SEC nor any state securities commission has approved or determined whether the prospectus or this prospectus supplement is truthful or complete. Nor have they made, nor will they make, any determination as to whether anyone should buy these securities. Any representation to the contrary is a criminal offense.  
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The date of this prospectus supplement is March 7, 2002