

ECHOSTAR COMMUNICATIONS CORP

Form 4

November 14, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEF FRANCO 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)

ENGLEWOOD, CO 80112

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2006

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Vice President

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/19/2006		G ⁽¹⁾	V	775	D	\$ 0
Class A Common Stock	11/09/2006		M		48,000	A	\$ 2.125
Class A Common Stock	11/09/2006		M		120,000	A	\$ 6
Class A Common	11/09/2006		S		400	D	\$ 36.4

Edgar Filing: ECHOSTAR COMMUNICATIONS CORP - Form 4

Stock

Class A Common Stock	11/09/2006	S	2,600	D	\$ 36.41	4,927,752	D
Class A Common Stock	11/09/2006	S	3,300	D	\$ 36.42	4,924,452	D
Class A Common Stock	11/09/2006	S	1,600	D	\$ 36.43	4,922,852	D
Class A Common Stock	11/09/2006	S	7,376	D	\$ 36.44	4,915,476	D
Class A Common Stock	11/09/2006	S	29,187	D	\$ 36.45	4,886,289	D
Class A Common Stock	11/09/2006	S	18,487	D	\$ 36.46	4,867,802	D
Class A Common Stock	11/09/2006	S	10,899	D	\$ 36.47	4,856,903	D
Class A Common Stock	11/09/2006	S	10,438	D	\$ 36.48	4,846,465	D
Class A Common Stock	11/09/2006	S	6,712	D	\$ 36.49	4,839,753	D
Class A Common Stock	11/09/2006	S	15,000	D	\$ 36.5	4,824,753	D
Class A Common Stock	11/09/2006	S	12,498	D	\$ 36.51	4,812,255	D
Class A Common Stock	11/09/2006	S	5,403	D	\$ 36.52	4,806,852	D
Class A Common Stock	11/09/2006	S	2,500	D	\$ 36.53	4,804,352	D
Class A Common Stock	11/09/2006	S	2,934	D	\$ 36.54	4,801,418	D

Edgar Filing: ECHOSTAR COMMUNICATIONS CORP - Form 4

Class A Common Stock	11/09/2006	S	14,362	D	\$ 36.55	4,787,056	D	
Class A Common Stock	11/09/2006	S	5,597	D	\$ 36.56	4,781,459	D	
Class A Common Stock	11/09/2006	S	2,806	D	\$ 36.57	4,778,653	D	
Class A Common Stock	11/09/2006	S	4,565	D	\$ 36.58	4,774,088	D	
Class A Common Stock	11/09/2006	S	3,936	D	\$ 36.59	4,770,152	D	
Class A Common Stock	11/09/2006	S	3,349	D	\$ 36.6	4,766,803	D	
Class A Common Stock	11/09/2006	S	897	D	\$ 36.61	4,765,906	D	
Class A Common Stock	11/09/2006	S	1,800	D	\$ 36.62	4,764,106	D	
Class A Common Stock	11/09/2006	S	654	D	\$ 36.63	4,763,452	D	
Class A Common Stock	11/09/2006	S	700	D	\$ 36.64	4,762,752	D	
Class A Common Stock						8,183	I	I <u>(2)</u> <u>(6)</u>
Class A Common Stock						50,000	I	I <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: ECHOSTAR COMMUNICATIONS CORP - Form 4

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 2.125	11/09/2006		M	48,000	<u>(5)</u> 02/12/2007	Class A Common Stock 48,000
Employee Stock Option (Right to Buy)	\$ 6	11/09/2006		M	120,000	<u>(4)</u> 02/17/2009	Class A Common Stock 120,000

Reporting Owners

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

Signatures

/s/ James DeFranco, by Robert Rehg, his Attorney
in Fact 11/14/2006

__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 shares were gifted to the reporting person's minor child on April 19, 2006.
 - (2) The shares are being held by the reporting person as custodian for his minor children. The number of shares includes the 775 shares gifted on April 19, 2006.
 - (3) 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 these shares.
 - (4) The shares underlying the option vested at the rate of 20% per year, commencing February 17, 2000.
 - (5) The shares underlying the option vested at the rate of 20% per year, commencing February 12, 1998.
 - (6) The shares are held by DeFranco Investments Co., Ltd., a general partnership, of which the reporting person is sole general partner.

Remarks:

Edgar Filing: ECHOSTAR COMMUNICATIONS CORP - Form 4

Due to SEC rules limiting the number of transactions that can be reported on a single Form 4, this Form 4 is part 1 of 2 for transactions.

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.