

ERGEN CHARLES W

Form 4

April 26, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ERGEN CHARLES W

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DISH Network CORP [DISH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2012

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)

Chairman

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	04/24/2012		M		80,000	A	\$ 20.01	871,502	D
Class A Common Stock	04/24/2012		M		400,000	A	\$ 21.56	1,271,502	D
Class A Common Stock	04/24/2012		M		500,000	A	\$ 23.64	1,771,502	D
Class A Common	04/24/2012		M		400,000	A	\$ 24.73	2,171,502	D

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Stock			
Class A Common Stock	14,320	I	I <u>(1)</u>
Class A Common Stock	235	I	I <u>(2)</u>
Class A Common Stock	19,370	I	I <u>(3)</u>
Class A Common Stock	1,669	I	I <u>(4)</u>
Class A Common Stock	27,000	I	I <u>(5)</u>

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 20.01	04/24/2012		M		80,000		<u>(6)</u>	03/31/2013	Class A Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 21.56	04/24/2012		M		400,000		<u>(7)</u>	06/30/2014	Class A Common Stock	400,000
Employee	\$ 23.64	04/24/2012		M		500,000		<u>(8)</u>	12/31/2014	Class A	500,000

Stock									Common	
Options									Stock	
(Right to										
Buy)										
Employee										
Stock									Class A	
Options	\$ 24.73	04/24/2012		M	400,000	<u>(9)</u>	03/31/2018	Common	400,00	
(Right to								Stock		
Buy)										

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERGEN CHARLES W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X	X	Chairman	

Signatures

/s/ Charles W. Ergen, by Brandon Ehrhart, his Attorney in
Fact

04/26/2012

__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) The shares are held by a custodian for the reporting person's children. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (2) Held by Ms. Cantey Ergen.
- (3) Held by Mr. Charlie Ergen in a 401(k) account.
- (4) Held by Ms. Cantey Ergen in a 401(k) account.
- (5) The shares are held by a charitable foundation. The reporting person is an officer of the charitable foundation and has both investment control and voting power for the foundation. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- (6) The shares underlying the option vest at the rate of 20% per year, commencing on March 31, 2004.
- (7) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2005.
- (8) The shares underlying the option vest at the rate of 20% per year, commencing on December 31, 2005.
- (9) The shares underlying the option vest at the rate of 20% per year, commencing on March 31, 2009.

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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