

DEFRANCO JAMES
Form 4
December 15, 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)
12/13/2006

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

ENGLEWOOD, CO 80112

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

(City) (State) (Zip)

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 | 12/13/2006 | | M ⁽¹⁾ | | 15,000 | A | \$ 27.18 |
| Class A Common Stock | 12/13/2006 | | S ⁽¹⁾ | | 15,000 | D | \$ 38.25 |
| Class A Common Stock | 12/13/2006 | | S ⁽¹⁾ | | 2,000 | D | \$ 37.8 |
| Class A Common | 12/13/2006 | | S ⁽¹⁾ | | 10,000 | D | \$ 37.81 |

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| | | | | | | | | | |
|----------------------------|------------|--|------------------|--------|---|-------------|-----------|---|------------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 12/13/2006 | | S ⁽¹⁾ | 5,000 | D | \$ 37.82 | 4,365,527 | D | |
| Class A Common Stock | 12/13/2006 | | S ⁽¹⁾ | 3,000 | D | \$ 37.83 | 4,362,527 | D | |
| Class A Common Stock | 12/14/2006 | | M ⁽¹⁾ | 15,000 | A | \$ 27.18 | 4,377,527 | D | |
| Class A Common Stock | 12/14/2006 | | S ⁽¹⁾ | 15,000 | D | \$ 38.5 | 4,362,527 | D | |
| Class A Common Stock | | | | | | | 50,000 | I | I ⁽²⁾ |
| Class A Common Stock | | | | | | | 8,183 | I | I ⁽³⁾ |
| Class A Common Stock | | | | | | | 2,250,000 | I | I ⁽⁴⁾ |
| Class A Common Stock | | | | | | | 18,412 | I | I ⁽⁵⁾ |

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.

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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 | 12/13/2006 | | <u>M</u> ⁽¹⁾ | 15,000 | <u>(6)</u> | 12/30/2015 | Class A Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) | \$ 27.18 | 12/14/2006 | | <u>M</u> ⁽¹⁾ | 15,000 | <u>(6)</u> | 12/30/2015 | Class A Common Stock | 15,000 |

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

12/15/2006

__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.
 - (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. 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.