

EchoStar CORP
Form 4
December 03, 2014

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

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(Print or Type Responses)

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

(Last) (First) (Middle)

100 INVERNESS TERRACE EAST

(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)
12/01/2014

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| Class A Common Stock | | | Code V | Amount | Price | | |
| | | | | | 203,682 | D | |
| Class A Common Stock | | | | | 47 | I | By spouse |
| Class A Common Stock | | | | | 5,367 | I | By child ⁽¹⁾ |
| Class A Common | | | | | 3,705 | I | By 401(k) |

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Stock

Class A
Common
Stock

201

I

By spouse's
401(k)

Class A
Common
Stock

5,367

I

By
custodian
for child ⁽²⁾

Class A
Common
Stock

5,400

I

By
charitable
foundation
⁽³⁾

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 Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|---------|--|---------------------|--|----------------------------|------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Underlying Securities |
| Class B Common Stock | (4) | 12/01/2014 | | G(5)(6) | V | | 1,071,503 | (4) | (4) | Class A Common Stock | 1 |
| Class B Common Stock | (4) | 12/01/2014 | | G(5)(6) | V | 550,026 | | (4) | (4) | Class A Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| ERGEN CHARLES W 100 INVERNESS TERRACE EAST ENGLEWOOD, CO 80112 | X | X | Chairman | |

Signatures

/s/ Katherine M. Hanna, his
Attorney-in-Fact

12/03/2014

__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 reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- (2) The shares are held by a custodian for the reporting person's child. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

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.
- (3) The holder of the shares of Class B stock may elect to convert any or all of their Class B shares into an equal number of Class A shares at any time for no additional consideration.

Pursuant to the terms of the Ergen Four-Year 2010 SATS GRAT, 317,870 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, and the remaining 1,071,503 shares were distributed to a trust, the beneficiaries of which are members of the reporting person's family. Trusts for the reporting person's family members hold 3,731,747 Class B shares following this distribution. Following this distribution, the Ergen Four-Year 2010 SATS GRAT expired pursuant to its terms.
- (5) Pursuant to the terms of the Ergen Five-Year 2010 SATS GRAT, 232,156 shares were distributed as an annuity to Mr. Ergen on December 1, 2014, with the Ergen Five-Year 2010 SATS GRAT retaining 1,456,698 shares. The Ergen Five-Year 2010 SATS GRAT expires on November 30, 2015.
- (6)

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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