

ERGEN CHARLES W
Form 4
April 26, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ERGEN CHARLES W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9601 S. MERIDIAN BLVD.

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

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

(Street)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 04/24/2012 | | M | | \$ 80,000 20.01 | D | |
| Class A Common Stock | 04/24/2012 | | M | | \$ 400,000 21.56 | D | |
| Class A Common Stock | 04/24/2012 | | M | | \$ 500,000 23.64 | D | |
| Class A Common | 04/24/2012 | | M | | \$ 400,000 24.73 | 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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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------|
| | | | | | 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 Stock Option (Right to Buy) | \$ 23.64 | 04/24/2012 | | M | | 500,000 | <u>(8)</u> | 12/31/2014 | Class A Common Stock | 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.
- 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.
- (5) The shares underlying the option vest at the rate of 20% per year, commencing on March 31, 2004.
 - (6) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2005.
 - (7) The shares underlying the option vest at the rate of 20% per year, commencing on December 31, 2005.
 - (8) 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. 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.