

DISH Network CORP
Form 4
November 26, 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 *
DEFRANCO JAMES

(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)

11/24/2014

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A Common Stock | 11/24/2014 | | M ⁽¹⁾ | 50,000 A | \$ 6.32 1,183,529 | D | |
| Class A Common Stock | 11/24/2014 | | S ⁽¹⁾ | 50,000 D | \$ 75.4 1,133,529 | D | |
| Class A Common Stock | 11/25/2014 | | M ⁽¹⁾ | 50,000 A | \$ 6.32 1,183,529 | D | |
| Class A Common | 11/25/2014 | | S ⁽¹⁾ | 50,000 D | \$ 76.97 1,133,529 | D | |

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| Stock | (2) | | |
|----------------------------|-----------|---|-------|
| Class A Common Stock | 1,250,000 | I | I (3) |
| Class A Common Stock | 1,905,059 | I | I (4) |
| Class A Common Stock | 50,000 | I | I (5) |
| Class A Common Stock | 12,160 | I | I (6) |
| Class A Common Stock | 19,549 | I | I (7) |

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

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SEC 1474
(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) | \$ 6.32 | 11/24/2014 | | <u>M</u> ⁽¹⁾ | | 50,000 | | <u>(8)</u> | 03/31/2017 | Class A Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 6.32 | 11/25/2014 | | <u>M</u> ⁽¹⁾ | | 50,000 | | <u>(8)</u> | 03/31/2017 | Class A Common Stock | 50,000 |

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 Brandon Ehrhart his Attorney
in Fact

11/26/2014

__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 transactions reported on this Form 4 were effected pursuant to a Rule 10B5-1 trading plan.
Based upon a weighted average sale price. The shares reported in this transaction were sold at prices ranging between \$76.50 and \$77.51.
- (2) Information regarding the number of shares sold at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (3) The shares are held by the reporting person as a general partner of a limited partnership.
- (4) The shares are held by the reporting person as a general partner of a different limited partnership.
- (5) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's children and grandchildren. The reporting person disclaims beneficial ownership of the shares.
- (6) The shares are being held by the reporting person as custodian for his children.
- (7) By 401(k).
- (8) The grant is subject to achievement of certain performance criteria prior to December 31, 2015 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.

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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