

ECHOSTAR COMMUNICATIONS CORP

Form 4

December 06, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/04/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

☐ 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	12/04/2006		M <sup>(1)</sup>	15,000 A	\$ 27.18 4,577,527	D	
Class A Common Stock	12/04/2006		S <sup>(1)</sup>	8,000 D	\$ 37 4,569,527	D	
Class A Common Stock	12/04/2006		S <sup>(1)</sup>	7,000 D	\$ 37.05 4,562,527	D	
Class A Common					50,000	I	I <sup>(2)</sup>

Stock

Class A

Common

Stock

8,183

I

I <sup>(3)</sup>

Class A

Common

Stock

2,250,000

I

I <sup>(4)</sup>

Class A

Common

Stock

18,412

I

I <sup>(5)</sup>

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.**

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)	\$ 27.18	12/04/2006		M <sup>(1)</sup>		15,000		<sup>(6)</sup>	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

12/06/2006

\_\_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.  
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