

DISH Network CORP
Form 4
May 19, 2008

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 *
RAYNER DAVID

(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)
05/15/2008

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 (i)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 05/15/2008 | | S | | 800 | D | |
| | | | | | \$ 33.74 | | |
| Class A Common Stock | 05/16/2008 | | M | | 40,000 | A | |
| | | | | | \$ 27.64 | | |
| Class A Common Stock | 05/16/2008 | | S | | 10,100 | D | |
| | | | | | \$ 33.4 | | |
| Class A Common | 05/16/2008 | | S | | 3,200 | D | |
| | | | | | \$ 26,705 | | |
| | | | | | 33.41 | | |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 05/16/2008 | S | 6,100 | D | \$ 33.42 | 20,605 | D |
| Class A Common Stock | 05/16/2008 | S | 1,500 | D | \$ 33.43 | 19,105 | D |
| Class A Common Stock | 05/16/2008 | S | 200 | D | \$ 33.44 | 18,905 | D |
| Class A Common Stock | 05/16/2008 | S | 600 | D | \$ 33.45 | 18,305 | D |
| Class A Common Stock | 05/16/2008 | S | 3,300 | D | \$ 33.46 | 15,005 | D |
| Class A Common Stock | 05/16/2008 | S | 2,906 | D | \$ 33.49 | 12,099 | D |
| Class A Common Stock | 05/16/2008 | S | 194 | D | \$ 33.5 | 11,905 | D |
| Class A Common Stock | 05/16/2008 | S | 1,800 | D | \$ 33.51 | 10,105 | D |
| Class A Common Stock | 05/16/2008 | S | 800 | D | \$ 33.52 | 9,305 | D |
| Class A Common Stock | 05/16/2008 | S | 900 | D | \$ 33.53 | 8,405 | D |
| Class A Common Stock | 05/16/2008 | S | 100 | D | \$ 33.54 | 8,305 | D |
| Class A Common Stock | 05/16/2008 | S | 200 | D | \$ 33.55 | 8,105 | D |
| Class A Common Stock | 05/16/2008 | S | 3,649 | D | \$ 33.56 | 4,456 | D |
| Class A Common Stock | 05/16/2008 | S | 3,951 | D | \$ 33.57 | 505 | D |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-----|---|--------------|
| Class A Common Stock | 05/16/2008 | S | 500 | D | \$ 33.58 | 5 | D | |
| Class A Common Stock | | | | | | 377 | I | I <u>(1)</u> |

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 27.64 | 05/15/2008 | | M | 40,000 | <u>(2)</u> | 12/31/2014 | Class A Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| RAYNER DAVID 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | | | | Executive Vice President (i) |

Signatures

/s/ David Rayner, by Brandon Ehrhart, his Attorney
in Fact

05/19/2008

__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) By 401(k).
- (2) The shares vest at the rate of 20% per year commencing on December 31, 2005.

Remarks:

(i) The reporting person is no longer an employee of the issuer but was employed by the issuer through the spin-off of EchoSt

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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