

EchoStar Holding CORP
 Form 4
 January 04, 2008

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

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EchoStar Holding CORP [SATS]

3. Date of Earliest Transaction
 (Month/Day/Year)
01/01/2008

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)
Chairman and CEO

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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	01/01/2008		J ⁽¹⁾	V 89,730 A \$ 0	89,730	D	
Class A Common Stock	01/01/2008		J ⁽¹⁾	V 47 A \$ 0	47	I	I ⁽²⁾
Class A Common Stock	01/01/2008		J ⁽¹⁾	V 5,435 A \$ 0	5,435	I	I ⁽³⁾
Class A Common	01/01/2008		J ⁽¹⁾	V 3,704 A \$ 0	3,704	I	I ⁽⁴⁾

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Stock

Class A

Common 01/01/2008 J⁽¹⁾ V 200 A \$ 0 200 I I⁽⁵⁾
 Stock

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Class B Common Stock	(6)	01/01/2008		J ⁽¹⁾ V	41,611,830	(6) (6)	Class A Common Stock 41,611,830
Class B Common Stock	(6)	11/09/2006		J ⁽¹⁾ V	5,226,180	(6) (6)	Class A Common Stock 5,226,180
Class B Common Stock	(6)	11/09/2007		J ⁽¹⁾ V	849,030	(6) (6)	Class A Common Stock 849,030
Employee Stock Option (Right to Buy)	\$ 24.95	01/01/2008		A ⁽⁹⁾ V	180,000	(10) 09/30/2015	Class A Common Stock 180,000
Employee Stock Option (Right to Buy)	\$ 28.06	01/01/2008		A ⁽⁹⁾ V	100,000	(11) 12/31/2014	Class A Common Stock 100,000
Employee Stock Option (Right to Buy)	\$ 25.95	01/01/2008		A ⁽⁹⁾ V	80,000	(12) 06/30/2014	Class A Common Stock 80,000

Employee Stock Option (Right to Buy)	\$ 24.37	01/01/2008	A ⁽⁹⁾	V	16,000	(13)	03/31/2013	Class A Common Stock	1
Employee Stock Option (Right to Buy)	\$ 5.06	01/01/2008	A ⁽⁹⁾	V	80,000	(14)	02/17/2009	Class A Common Stock	8

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 and CEO	

Signatures

/s/ Charles W. Ergen, by Robert Rehg, his Attorney in Fact 01/04/2008

__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) The shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off").
- (2) Held by Ms. Cantey Ergen.
- (3) The shares are held by a custodian for the reporting person's minor children. The reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- (4) By 401(k).
- (5) Held by Ms. Cantey Ergen in a 401(k) account.
- (6) 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.
- (7) Held by Grantor Retained Annuity Trusts.
- (8) The shares are held in trust for the reporting person's family members. The reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- (9) The option was issued in connection with the Spin-Off. Under the terms of the employee matters agreement executed between the issuer and ECC, the exercise price of the option became calculable on January 2, 2008.
The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2009, and then at the rate of 20% per year thereafter.
- (10) vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2009, and then at the rate of 20% per year thereafter.
- (11) The shares underlying the option were 100% vested on the date of grant.

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- (12) The shares underlying the option were 60% vested on the date of grant with the remaining 40% vesting at the rate of 20% per year commencing on June 30, 2008.
- (13) The shares underlying the option were 80% vested on the date of grant with the remaining 20% vesting on March 31, 2008.
- (14) The grant is subject to achievement of certain performance criteria and was 100% vested on 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. 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.