

Dodge R Stanton
 Form 4
 May 06, 2011

FORM 4

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

OMB APPROVAL

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

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 *
 Dodge R Stanton

(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)
 05/04/2011

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)

EVP, Gen Counsel and Sec

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 | 05/04/2011 | | M | | 4,157 A \$ 9.09 | 4,343 | D |
| Class A Common Stock | 05/04/2011 | | M | | 3,482 A \$ 14.21 | 7,825 | D |
| Class A Common Stock | 05/04/2011 | | S | | 7,639 D \$ 29 | 186 ⁽¹⁾ | D |
| Class A Common | 05/05/2011 | | M | | 40,843 A \$ 9.09 | 41,029 | D |

Edgar Filing: Dodge R Stanton - Form 4

Stock

| | | | | | | | | | |
|----------------------------|------------|--|---|--------|---|--------------|---------|---|-------|
| Class A Common Stock | 05/05/2011 | | M | 11,518 | A | \$ 14.21 | 52,547 | D | |
| Class A Common Stock | 05/05/2011 | | S | 52,361 | D | \$ 29 (2) | 186 (1) | D | |
| Class A Common Stock | | | | | | | 2,844 | I | I (3) |

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) | Amount or Number of Shares | |
|---|---|---|---|---|--|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 9.09 | 05/04/2011 | | M | 4,157 | (4) 03/31/2017 | Class A Common Stock | 4,157 | |
| Employee Stock Option (Right to Buy) | \$ 14.21 | 05/04/2011 | | M | 3,482 | (5) 06/30/2019 | Class A Common Stock | 3,482 | |
| Employee Stock Option (Right to Buy) | \$ 9.09 | 05/05/2011 | | M | 40,843 | (4) 03/31/2017 | Class A Common Stock | 40,843 | |
| | \$ 14.21 | 05/05/2011 | | M | 11,518 | (5) 06/30/2019 | | 11,518 | |

Employee
Stock
Option
(Right to
Buy)

Class A
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dodge R Stanton 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | | | EVP, Gen Counsel and Sec | |

Signatures

/s/ R. Stanton Dodge, by Brandon E. Ehrhart, his Attorney in
Fact

05/06/2011

__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) Includes shares acquired under the Company's Employee Stock Purchase Plan.

Based upon a weighted average purchase price. The shares reported in this transaction were sold at prices ranging between \$29.00 and

(2) \$29.01. Information regarding the number of shares purchased 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) By 401(k).

(4) 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.

(5) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2010.

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.