

ERGEN CHARLES W
Form SC 13D/A
November 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)*
EchoStar Corporation
(Name of Issuer)

CLASS A COMMON STOCK, \$0.001 PAR VALUE PER SHARE
(Title of Class of Securities)

278768 106
(CUSIP Number)

R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
EchoStar Corporation
100 Inverness Terrace E.
Englewood, Colorado 80112
(303) 706-4000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 9, 2010
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 278768 106

1. NAME OF REPORTING PERSON

Charles W. Ergen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC Use Only

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7. SOLE VOTING POWER
31,932,552 VOTING SHARES (1)
396,000 SIXTY DAY SHARES (2)

8. SHARED VOTING POWER
248 OTHER SHARES (3)

Number Of
Shares
Beneficially
Owned By

9. SOLE DISPOSITIVE POWER
31,932,552 VOTING SHARES (1)
396,000 SIXTY DAY SHARES (2)

Each Reporting
Person With

10. SHARED DISPOSITIVE POWER
248 OTHER SHARES (3)

11.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE
REPORTING PERSON

32,328,800

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 46.4 % (4)

14. TYPE OF REPORTING PERSON

IN

(1) "Voting Shares" include all shares of Class A Common Stock ("Class A Common Stock") and Class B Common Stock ("Class B Common Stock") of EchoStar Corporation ("EchoStar") of which Mr. Ergen is the sole beneficial owner. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent: (i) 74,730 shares of Class A Common Stock owned beneficially directly by Mr. Ergen; (ii) 3,705 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen in EchoStar's 401(k) Employee Savings Plan; (iii) 16,108 shares of Class A Common Stock owned beneficially by Mr. Ergen as custodian for his minor children; and (iv) 31,838,009 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(2) "Sixty Day Shares" are shares of Class A Common Stock deemed to be owned beneficially under Rule 13d-3(d)(1) because Mr. Ergen has the right to acquire beneficial ownership of such shares within 60 days of the date hereof. Upon acquisition by Mr. Ergen, these shares will become Voting Shares.

(3) "Other Shares" represent (i) 47 shares of Class A Common Stock owned beneficially by Mr. Ergen's spouse, Cantey Ergen; and (ii) 201 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen in EchoStar's 401(k) Employee Savings Plan.

(4) Based on 37,502,933 shares of Class A Common Stock outstanding on November 8, 2010 and assuming conversion of the shares of Class B Common Stock held by the Reporting Person into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Person may be deemed to own beneficially would be approximately 37.8%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Person owns beneficially equity securities of the Company representing approximately 61.9% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

ITEM 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

Mr. Ergen receives an annuity amount from each of the GRATs under the trust agreements governing the GRATs, assuming that the particular GRAT has not yet expired. The number of shares of Class B Common Stock to be distributed as an annuity payment is based in part on the price of the stock on the distribution date and therefore cannot be calculated until the date of distribution. On November 9, 2010, GRAT #3 distributed all 427,184 shares of Class B Common Stock held by GRAT #3 to Mr. Ergen as an annuity payment. GRAT #3 expired in accordance with its terms on November 9, 2010. Following the expiration of GRAT #3, all of the GRATs established by Mr. Ergen on November 9, 2005 have expired. Therefore, Mr. Ergen will no longer receive an annuity amount from such GRATs. However, during the fourth quarter of 2010 and 2011, Mr. Ergen will receive an annuity amount from the 2009 GRAT.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a) This filing is for the share holdings of the Reporting Person as of the close of business on November 9, 2010. See Items 11 and 13 of the cover page to this Amendment No. 4 for the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by the Reporting Person. The Reporting Person's beneficial ownership of shares of Class A Common Stock excludes: (A) 15,000,000 Class A Shares issuable upon conversion of Class B Shares currently held by the 2009 GRAT; and (B) 849,030 Class A Shares issuable upon conversion of Class B Shares held by certain trusts established by Mr. Ergen for the benefit of his family.

(b) See Items 7 through 10 of the cover page to this Amendment No. 4 for the number of shares of Class A Common Stock beneficially owned by the Reporting Person as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition.

(c) The Reporting Person has not effected any transactions in the Class A Common Stock of DISH Network in the last sixty days other than as described herein.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Attention: Intentional misstatements or omissions of fact
constitutes Federal criminal violations (See 18 U.S.C. 1001)

Dated: November 10, 2010

CHARLES W. ERGEN

/s/ Charles W. Ergen
Charles W. Ergen

