

ECHOSTAR COMMUNICATIONS CORP

Form 4

July 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Wood Stephen W2. Issuer Name and Ticker or Trading
SymbolECHOSTAR COMMUNICATIONS
CORP [DISH]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(Street)

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

06/30/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

EVP of Human Resources

ENGLEWOOD, CO 80112

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 30.81	06/30/2006			A		105,000		<u>(1)</u>	06/30/2016	Class A Common Stock	105,000
Restricted Stock Units	<u>(2)</u>	06/30/2006			A		35,000		<u>(3)</u>	06/30/2016	Class A Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 30.81	06/30/2006			A		100,000		<u>(4)</u>	06/30/2016	Class A Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Stephen W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112			EVP of Human Resources	

Signatures

/s/ Stephen W. Wood, by Brandon Ehrhart, his Attorney in Fact 07/05/2006

__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 option vests at the rate of 10% per year commencing on June 30, 2007 until June 30, 2010 and then at the rate of 20% per year thereafter, subject to achievement of certain performance criteria.
- (2) Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.
- (3) The Restricted Stock Units vest at the rate of 10% per year commencing on June 30, 2007 until June 30, 2010 and then at the rate of 20% per year thereafter, subject to achievement of certain performance criteria.
- (4) The option vests at the rate of 20% per year, commencing on June 30, 2007.

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.