

DISH Network CORP
 Form 4
 May 20, 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 *
KELLY MICHAEL

(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)
05/16/2008

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)
 EVP

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 | (A) or (D) | Price |
| Class A Common Stock | 05/16/2008 | | M | | 45,386 | A | \$ 24.01 |
| | | | | | | | 122,869 ⁽¹⁾ |
| Class A Common Stock | 05/16/2008 | | M | | 40,000 | A | \$ 25.07 |
| Class A Common Stock | 05/16/2008 | | M | | 34,600 | A | \$ 25.56 |
| Class A Common | 05/16/2008 | | S | | 36,101 | D | \$ 33.5 |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|-------------|---------|---|
| Stock | | | | | | | |
| Class A Common Stock | 05/16/2008 | S | 800 | D | \$ 33.51 | 160,568 | D |
| Class A Common Stock | 05/16/2008 | S | 400 | D | \$ 33.52 | 160,168 | D |
| Class A Common Stock | 05/20/2008 | S | 800 | D | \$ 33.53 | 159,368 | D |
| Class A Common Stock | 05/16/2008 | S | 6,900 | D | \$ 33.54 | 152,468 | D |
| Class A Common Stock | 05/16/2008 | S | 1,900 | D | \$ 33.55 | 150,568 | D |
| Class A Common Stock | 05/16/2008 | S | 1,700 | D | \$ 33.56 | 148,868 | D |
| Class A Common Stock | 05/16/2008 | S | 2,400 | D | \$ 33.57 | 146,468 | D |
| Class A Common Stock | 05/16/2008 | S | 2,200 | D | \$ 33.58 | 144,268 | D |
| Class A Common Stock | 05/16/2008 | S | 100 | D | \$ 33.59 | 144,168 | D |
| Class A Common Stock | 05/16/2008 | S | 1,075 | D | \$ 33.6 | 143,093 | D |
| Class A Common Stock | 05/16/2008 | S | 3,500 | D | \$ 33.61 | 139,593 | D |
| Class A Common Stock | 05/16/2008 | S | 13,955 | D | \$ 33.63 | 125,638 | D |
| Class A Common Stock | 05/16/2008 | S | 7,500 | D | \$ 33.64 | 118,138 | D |
| Class A Common Stock | 05/16/2008 | S | 12,973 | D | \$ 33.65 | 105,165 | D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|---------|---|------------------|
| Class A Common Stock | 05/16/2008 | S | 2,500 | D | \$ 33.66 | 102,665 | D | |
| Class A Common Stock | 05/16/2008 | S | 1,483 | D | \$ 33.67 | 101,182 | D | |
| Class A Common Stock | 05/16/2008 | S | 3,342 | D | \$ 33.69 | 97,840 | D | |
| Class A Common Stock | 05/16/2008 | S | 5,263 | D | \$ 33.7 | 92,577 | D | |
| Class A Common Stock | 05/15/2008 | S | 1,394 | D | \$ 33.71 | 91,183 | D | |
| Class A Common Stock | 05/16/2008 | S | 900 | D | \$ 33.81 | 90,283 | D | |
| Class A Common Stock | 05/16/2008 | S | 2,600 | D | \$ 33.82 | 87,683 | D | |
| Class A Common Stock | 05/16/2008 | S | 4,800 | D | \$ 33.83 | 82,883 | D | |
| Class A Common Stock | 05/16/2008 | S | 2,700 | D | \$ 33.84 | 80,183 | D | |
| Class A Common Stock | 05/16/2008 | S | 1,350 | D | \$ 33.85 | 78,833 | D | |
| Class A Common Stock | 05/16/2008 | S | 1,350 | D | \$ 33.86 | 77,483 | D | |
| Class A Common Stock | | | | | | 3,500 | I | I ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 24.01 | 05/16/2008 | | M | 45,386 | <u>(3)</u> 03/31/2013 | Class A Common Stock | 45,386 | |
| Employee Stock Option (Right to Buy) | \$ 25.07 | 05/16/2008 | | M | 40,000 | <u>(4)</u> 06/30/2015 | Class A Common Stock | 40,000 | |
| Employee Stock Option (Right to Buy) | \$ 25.56 | 05/16/2008 | | M | 34,600 | <u>(5)</u> 06/30/2014 | Class A Common Stock | 34,600 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY MICHAEL 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | | | EVP | |

Signatures

/s/ Michael Kelly, by Brandon Ehrhart, his Attorney in Fact 05/20/2008

__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) Includes 6,782 shares acquired under the Company's Employee Stock Purchase Plan.
- (2) Gift to minor children who share the reporting person's household. The reporting person disclaims beneficial ownership of the securities held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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- (3) The shares underlying the option vest at the rate of 20% per year commencing on March 31, 2004.
- (4) The shares underlying the option vest at the rate of 20% per year commencing on June 30, 2006.
- (5) The shares underlying the option vest at the rate of 20% per year commencing on June 30, 2005.

Remarks:

Due to SEC rules limiting the number of transactions that can be reported on a single Form 4, this Form 4 is part 1 of 2 for tra

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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