

DISH Network CORP
 Form 4
 February 25, 2015

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 *
CLAYTON JOSEPH P

(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)
02/23/2015

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)
President 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount or Price | | | |
| Class A Common Stock | 02/23/2015 | | M ⁽¹⁾ | | 125,000 ⁽¹⁾ | A | 244,334 ⁽³⁾ | D |
| Class A Common Stock | 02/23/2015 | | F ⁽⁴⁾ | | \$ 59,726 ⁽⁴⁾ | D | 184,608 ⁽³⁾ | D |
| Class A Common Stock | | | | | 319 | I | | I ⁽⁵⁾ |

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

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(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Units | (2) | 02/23/2015 | | M ⁽¹⁾ | 125,000 ⁽¹⁾ | 02/23/2015 ⁽¹⁾ | 03/31/2015 | Class A Common Stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLAYTON JOSEPH P 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | | President and CEO | |

Signatures

/s/ Joseph P. Clayton, by Brandon Ehrhart his Attorney in Fact 02/25/2015

__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) Pursuant to the terms of the reporting person's restricted stock unit agreements, 125,000 restricted stock units vested on February 23, 2015.
- (2) Each restricted stock unit converts into one share of stock upon vesting, which is issued to the reporting person immediately upon vesting.
- (3) Includes shares acquired under the Company's Employee Stock Purchase Plan.
- (4) Represents shares withheld to cover certain tax obligations in connection with the vested restricted stock units listed in Table II.
- (5) By 401(K).

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.