SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								
I nours per response.	0.5								

1. Name and Address of Reporting Person* <u>MOSKOWITZ DAVID K</u>			2. Issuer Name and Ticker or Trading Symbol <u>EchoStar Holding CORP</u> [SATS]		tionship of Reporting Pers all applicable) Director	son(s) to Issuer 10% Owner				
(Last) 90 INVERNESS	(First) CIRCLE EAST	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2008		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street) ENGLEWOOD	СО	80112		Line) X	Form filed by One Repo Form filed by More thar Person	0				
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Class A Common Stock	01/01/2008		J ⁽¹⁾	v	25,448	A	\$ <mark>0</mark>	25,448	D		
Class A Common Stock	01/01/2008		J ⁽¹⁾	v	3,542	A	\$ <mark>0</mark>	3,542	I	I ⁽²⁾	
Class A Common Stock	01/01/2008		J ⁽¹⁾	v	6,000	A	\$ <mark>0</mark>	6,000	I	I ⁽³⁾	
Class A Common Stock	01/01/2008		J ⁽¹⁾	v	1,636	A	\$ <mark>0</mark>	1,636	I	I ⁽⁴⁾	
Class A Common Stock	01/01/2008		J ⁽¹⁾	v	265	A	\$ <mark>0</mark>	265	I	I ⁽⁵⁾	

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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$22.94	01/01/2008		A ⁽⁶⁾	v	60,000		(7)	12/30/2015	Class A Common Stock	60,000	\$0	60,000	D	
Employee Stock Option (Right to Buy)	\$25.45	01/02/2008		A ⁽⁶⁾	v	40,000		(8)	06/30/2015	Class A Common Stock	40,000	\$0	40,000	D	
Employee Stock Option (Right to Buy)	\$24.68	01/02/2008		A ⁽⁶⁾	v	60,000		(9)	03/31/2015	Class A Common Stock	60,000	\$0	60,000	D	
Employee Stock Option (Right to Buy)	\$25.95	01/02/2008		A ⁽⁶⁾	v	40,000		(10)	06/30/2014	Class A Common Stock	40,000	\$0	40,000	D	
Employee Stock Option (Right to Buy)	\$24.37	01/02/2008		A ⁽⁶⁾	v	20,000		(11)	03/31/2013	Class A Common Stock	20,000	\$0	20,000	D	
Employee Stock Option (Right to Buy)	\$5.06	01/02/2008		A ⁽⁶⁾	v	24,000		(12)	02/17/2009	Class A Common Stock	24,000	\$0	24,000	D	
Employee Stock Option (Right to Buy)	\$5.06	01/02/2008		A ⁽⁶⁾	v	80,000		(13)	02/17/2009	Class A Common Stock	80,000	\$0	80,000	D	

Explanation of Responses:

1. The shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off"). 2. By 401(k).

3. The shares are held by a charitable foundation. The reporting person is a member of the Board of Directors for the charitable foundation and has both investment control and voting power for the foundation. The reporting person disclaims beneficial ownership of the shares.

4. The shares are held by the reporting person in trust for the benefit of the children of Charles W. Ergen, the Chief Executive Officer of the Company. The reporting person dislcaims beneficial ownership of the shares.

5. The shares are held by the reporting person as custodian for his minor children.

6. The option was issued in connection with the Spin-Off. Under the terms of the employee matters agreement executed between the issuer and ECC, the exercise price of the option became calculable on January 2, 2008.

7. The shares underlying the option were 100% vested on the date of grant.

8. The shares underlying the option were 40% vested on the date of grant with the remaining 60% vesting at the rate of 20% per year commencing on June 30, 2008.

9. The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing March 31, 2008 until March 31, 2009, and then at the rate of 20% per year thereafter.

10. The shares underlying the option were 60% vested on the date of grant with the remaining 40% vesting at the rate of 20% per year commencing on June 30, 2008.

11. The shares underlying the option were 80% vested on the date of grant with the remaining 20% vesting on March 31, 2008.

12. The shares underlying the option were 100% vested on the date of grant.

13. The grant is subject to achievement of certain performance criteria and the shares underlying the option were 100% vested on the date of grant.

Remarks:

<u>/s/ David K. Moskowitz, by</u> Brandon Ehrhart, his Attorney 01/04/2008

<u>in Fact</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.