### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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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

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*  ORBAN PAUL W						2. Issuer Name and Ticker or Trading Symbol EchoStar Holding CORP [ SATS ]									ck all applic	cable) or	ig Pers	Person(s) to Issuer  10% Owner Other (specify		
(Last) 90 INVE	,	irst) RCLE EAST	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2008									Officer (give title below)  SVP & Contro			below)	ыреспу 		
(Street) ENGLEWOOD CO 80112					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)									lividual or Joint/Group Filing (Ch Form filed by One Reporting Form filed by More than One			orting Perso	Person	
(City) (State) (Zip)															Persor	1				
			ole I - Nor						_	Dis	1				_					
'''' '''			2. Transaction Date (Month/Day/Year)		ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	saction e (Instr. 5)		urities Acquired (A) or sed Of (D) (Instr. 3, 4 a		4 and Securitie Benefici		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) (D)	or P	rice	Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Class A	Common St	ock		01/01/2008		)8			J <sup>(1)</sup>	V	447	A		\$ <mark>0</mark>	447		47 D			
Class A	Class A Common Stock			01/0	01/01/2008				J <sup>(1)</sup>	V	124 A		<u> </u>	\$ <mark>0</mark>	124		4 I		I <sup>(2)</sup>	
		•	Table II - I	Deriva (e.g., p	itive outs,	Sec call	urities s, warr	Acq ants	uired, D s, option	ispo s, c	osed of, onverti	or Ber ble sec	efici uritie	ally ( es)	Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day/	Date,	4. Transaction Code (Instr. 8)		n of l		Expiration	6. Date Exercis Expiration Date (Month/Day/Yea		e and 7. Title and of Securitie Underlying Derivative 9 (Instr. 3 and			8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactie (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		expiration Pate	Title	Amo or Num of Sha	nber						
Employee Stock Option (Right to Buy)	\$27.63	01/02/2008			A <sup>(3)</sup>	v	5,000		(4)	a	9/30/2016	Class A Common Stock	5,0	000	\$0	5,000	)	D		
Restricted Stock Unit	(5)	01/02/2008			A <sup>(6)</sup>	V	1,000		(7)	O	9/30/2016	Class A Common Stock	1,0	000	\$0	1,000		D		
Employee Stock Option (Right to Buy)	\$24.68	01/02/2008			A <sup>(3)</sup>	v	6,000		(8)	O	3/31/2015	Class A Common Stock	6,0	000	\$0	6,000	)	D		
Employee Stock Option (Right to Buy)	\$25.95	01/02/2008			A <sup>(3)</sup>	v	5,000		(9)	0	6/30/2014	Class A Common Stock	5,0	000	\$0	5,000	)	D		
Employee Stock Option (Right to Buy)	\$24.37	01/02/2008			A <sup>(3)</sup>	V	500		(10)	0	3/31/2013	Class A Common Stock	50	00	\$0	500		D		
Employee Stock Option (Right to Buy)	\$14.6	01/02/2008			A <sup>(3)</sup>	V	600		(11)	O	9/30/2012	Class A Common Stock	60	00	\$0	600		D		
Employee Stock Option (Right to	\$5.06	01/02/2008			A <sup>(3)</sup>	V	16,000		(12)		2/17/2009	Class A Common Stock	16,	000	\$0	16,00	0	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").
- 3. 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
- 4. The shares underlying the option were 20% vested on the date of grant with the remaining 80% vesting at the rate of 20% per year, commencing on September 30, 2008.
- 5. Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.

- 6. The restricted stock unit was issued in connection with the Spin-Off.
- 7. The grant is subject to achievement of certain performance criteria and was 10% vested on the date of grant with the remaining 90% vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2010, and then at the rate of 20% per year thereafter.
- 8. 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.
- 9. 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.
- 10. The shares underlying the option were 80% vested on the date of grant with the remaining 20% vesting on March 31, 2008.
- 11. The shares underlying the option were 100% vested on the date of grant.
- 12. The grant is subject to achievement of certain performance criteria and was 100% vested on the date of grant.

#### Remarks:

<u>/s/ Paul W. Orban</u> <u>01/04/2008</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.