SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

# 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

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| RAYNER DAVID | EchoStar CORP [ SATS ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| 100 INVERNESS TERRACE EAST | | |

| 3. Date of Earliest Transaction (Month/Day/Year) |
|---|
| 12/31/2012 |

| | Director | 10% Owner |
|---|---|---|
| X | Officer (give title below) | Other (specify below) |

Executive Vice President & CFO

| (Street) |
|---|
| ENGLEWOOD   CO       80112 |

| (City) | (State) | (Zip) |
|---|---|---|

| 4. If Amendment, Date of Original Filed (Month/Day/Year) |
|---|

| 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|
| X   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 | | | |

## 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 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) | $34.22 | 12/31/2012 | | A | | 100,000 | | (1) | 12/31/2023 | Class A Common Stock | 100,000 | $0 | 100,000 | D | |
| Restricted Stock Unit | (2) | 12/31/2012 | | A | | 33,333 | | (3) | (3) | Class A Common Stock | 33,333 | $0 | 33,333 | D | |

**Explanation of Responses:**

1. The shares underlying the option vest at the rate of 20% per year, commencing on December 31, 2013.

2. Each restricted stock unit represents the right to receive one share of Class A Common Stock.

3. The shares underlying the restricted stock units vest at the rate of 20% per year, commencing on December 31, 2013. Vested shares will be issued to the reporting person immediately upon vesting.

**Remarks:**

| /s/ Katherine M. Hanna, his Attorney-in-Fact | 01/03/2013 |
|---|---|
| ** Signature of Reporting Person | Date |