

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ECHOSTAR COMMUNICATIONS CORPORATION
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of incorporation or organization)

88-03369997
(I.R.S. Employer Identification No.)

90 INVERNESS CIRCLE EAST
ENGLEWOOD, COLORADO 80112
(Address, including zip code, of principal executive offices)

ECHOSTAR COMMUNICATIONS CORPORATION
401(k) EMPLOYEES' SAVINGS PLAN
(Full Title of Plan)

DAVID K. MOSKOWITZ
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
ECHOSTAR COMMUNICATIONS CORPORATION
90 INVERNESS CIRCLE EAST
ENGLEWOOD, COLORADO 80112
(303) 799-8222 EXT. 5323
(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price (1)	Amount of registration fee
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Class A Common Stock, \$0.01 par value	55,000 shares(2)	\$22.875	\$1,258,125.00	\$381.25
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(1) This calculation is made solely for the purpose of determining the amount of the registration fee and, in accordance with Rule 457(h) under the Securities Act of 1933, is based upon the average of the high and low prices of the Company's Class A Common Stock as quoted on the Nasdaq National Market System on March 7, 1997.

(2) This amount represents a 55,000 share increase in the number of shares of the Company's Class A Common Stock authorized for issuance under the Company's 401(k) Employees' Savings Plan.

IN ADDITION, PURSUANT TO RULE 416(c) UNDER THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT ALSO COVERS AN INDETERMINATE AMOUNT OF INTERESTS TO BE OFFERED OR SOLD PURSUANT TO THE EMPLOYEE BENEFIT PLAN DESCRIBED HEREIN.

INTRODUCTION

This Registration Statement on Form S-8 is filed by EchoStar Communications Corporation, a Nevada Corporation formed in April, 1995 (the "Company"), relating to an additional 55,000 shares of the Company's Class A Common Stock, par value of \$0.01 per share, issuable under the Company's 401(k) Employees' Savings Plan, and consists of only those items required by General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8, Registration No. 33-80527, previously filed by the Company with the Securities and Exchange Commission on December 19, 1995, and the Company's Registration Statement on Form S-4 (Amendment No. 7), Registration No. 333-03584, previously filed with the Securities and Exchange Commission on December 20, 1996, are incorporated herein by reference and made a part hereof.

Pursuant to General Instruction E, only those opinions and consents required by item 8 are provided, as follows:

Exhibit No.	Exhibit Description
5.1	Opinion and Consent of David K. Moskowitz, Esq.
23.1	Consent of Arthur Andersen LLP.
23.2	Consent of David K. Moskowitz, Esq. See Exhibit 5.1.
24	Power of Attorney.

SIGNATURES

THE REGISTRANT.

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on March 7, 1997.

ECHOSTAR COMMUNICATIONS CORPORATION

By: /s/ DAVID K. MOSKOWITZ

David K. Moskowitz
Senior Vice President, General
Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
* ----- Charles W. Ergen	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	March 7, 1997
* ----- Steven B. Schaver	Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)	March 7, 1997
* ----- J. Allen Fears	Vice President and Treasurer (Principal Accounting Officer)	March 7, 1997
* ----- R. Scott Zimmer	Vice Chairman and Director	March 7, 1997
* ----- James DeFranco	Executive Vice President and Director	March 7, 1997
* ----- Raymond L. Friedlob	Director	March 7, 1997
* ----- Alan M. Angelich	Director	March 7, 1997
* By: /s/ J. ALLEN FEARS ----- J. Allen Fears Attorney-in-Fact		

SIGNATURES

THE PLAN.

Pursuant to the requirements of the Securities Act of 1933, as amended, the Trustees of the Company's 401(k) Employees' Savings Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Englewood, State of Colorado, on March 7, 1997.

ECHOSTAR COMMUNICATIONS CORPORATION'S
401(k) EMPLOYEES' SAVINGS PLAN

By: /s/ CHARLES W. ERGEN

Charles W. Ergen
Trustee

By: /s/ MARY C. ERGEN

Mary C. Ergen
Trustee

EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT DESCRIPTION
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23.1	Consent of Arthur Andersen LLP.
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24	Power of Attorney.

EXHIBIT 5.1

[LOGO]
ECHOSTAR COMMUNICATIONS CORPORATION

March 7, 1997

EchoStar Communications Corporation
90 Inverness Circle East
Englewood, CO 80112

Re: Registration Statement on Form S-8 (the "Registration Statement")

Gentlemen:

I am Senior Vice President, Corporate Secretary and General Counsel of EchoStar Communications Corporation, a Nevada corporation formed in April 1995 (the "Company"), and have acted as such in connection with the authorization to issue up to 55,000 shares of the Company's Class A Common Stock, par value of \$0.01 per share (the "Common Shares"), issued or to be issued under the Company's 401(k) Employees's Savings Plan (the "Plan"). I have reviewed originals, or copies certified or otherwise identified to my satisfaction as copies of originals, of the various proceedings taken by the Company to effect such authorizations, and have examined such other agreements, instruments, documents and corporate records of the Company as I have deemed necessary or appropriate as a basis for the opinion hereinafter expressed.

Based upon the foregoing and having regard for such legal considerations as I deem relevant, I am of the opinion that the Common Shares of the Company issuable pursuant to the Plan have been duly authorized for issuance and will be legally issued, fully paid and non-assessable when issued as provided in the Plan.

I am admitted to practice only in the State of Colorado and do not purport to be an expert on the laws of any other jurisdiction other than the laws of the State of Colorado and Federal law.

I consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Plan.

Very truly yours,

/s/ DAVID K. MOSKOWITZ

David K. Moskowitz
Senior Vice President, Corporate
Secretary and General Counsel

DKM:es

90 Inverness Circle East - P.O. Box 6552 - Englewood, CO 80155
Tel: (303) 799-8222 - Fax: (303) 799-6222

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the use of our report and to all references to our Firm included in or made a part of this Registration Statement.

ARTHUR ANDERSEN LLP

Denver, Colorado,
March 7, 1997.

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Allen Fears and David K. Moskowitz, as his true and lawful attorneys-in-fact and agents, each acting alone, for him and in his name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 (and, if any, any and all amendments, including pre-effective and post-effective amendments thereto) in relation to an issuance by EchoStar Communications Corporation (the "Corporation") of up to 55,000 shares of the Corporation's Class A Common Stock pursuant to the Corporation's 401(k) Employees' Savings Plan, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, with full powers and authority to do all such other acts and execute all such other documents as he may deem necessary or desirable in connection with the foregoing, as fully as if the undersigned might or could do in person, hereby ratifying and confirming that all such attorneys-in-fact and agents, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed by the following persons in the capacities indicated as of March 7, 1997.

Signature

Title

/s/ CHARLES W. ERGEN

Charles W. Ergen

Chief Executive Officer, Chairman and
Director (Principal Executive Officer)

/s/ STEVEN B. SCHAVER

Steven B. Schaver

Chief Financial Officer and
Chief Operating Officer
(Principal Financial Officer)

/s/ J. ALLEN FEARS

J. Allen Fears

Vice President and Treasurer
(Principal Accounting Officer)

/s/ R. SCOTT ZIMMER

R. Scott Zimmer

Vice Chairman and Director

/s/ JAMES DEFRANCO

James DeFranco

Executive Vice President and Director

/s/ RAYMOND L. FRIEDLOB

Raymond L. Friedlob

Director

/s/ ALAN M. ANGELICH

Alan M. Angelich

Director