

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>ERGEN CHARLES W</u> <hr/> (Last) (First) (Middle) 9601 SOUTH MERIDIAN BOULEVARD <hr/> (Street) ENGLEWOOD CO 80112 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ECHOSTAR COMMUNICATIONS CORP</u> [ DISH ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	05/10/2004		M		20,000	A	\$28.88	563,902	D	
Class A Common Stock	05/10/2004		J	V	350,000	D	\$0	213,902	D	
Class A Common Stock								350,000	I	I <sup>(2)</sup>
Class A Common Stock								16,800	I	I <sup>(3)</sup>
Class A Common Stock								17,994	I	I <sup>(4)</sup>
Class A Common Stock								646	I	I <sup>(5)</sup>
Class A Common Stock								110	I	I <sup>(6)</sup>
Class A Common Stock								1,495,265	I	I <sup>(7)</sup>

**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
Employee Stock Option (Right to Buy)	\$28.88	05/10/2004		M			20,000	(1)	03/31/2013	Class A Common Stock	20,000	\$28.88	80,000	D	

1. Name and Address of Reporting Person\*  
ERGEN CHARLES W  


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 (Last) (First) (Middle)  
 9601 SOUTH MERIDIAN BOULEVARD  


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 (Street)  
 ENGLEWOOD CO 80112  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ERGEN CANTEY  


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 (Last) (First) (Middle)  
 ERGEN  
 9601 SOUTH MERIDIAN BOULEVARD

(Street)  
ENGLEWOOD CO 80112

(City) (State) (Zip)

**Explanation of Responses:**

1. The shares underlying the option vested at the rate of 20% per year, commencing on March 31, 2004.
2. By GRAT. The shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust on May 10, 2004.
3. The shares are held as custodian for the reporting persons' minor children.
4. By 401(k).
5. Held by Ms. Cantey Ergen in 401(k).
6. Held by Ms. Cantey Ergen.
7. As trustee for EchoStar Communications Corporation's 401(k) plan. The reporting person has voting power, but not dispositive and disclaims beneficial ownership of such securities.

**Remarks:**

[Charles W. Ergen](#) [05/11/2004](#)

[Cantey Ergen](#) [05/11/2004](#)

\*\* 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.**