

**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
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1. Name and Address of Reporting Person * <u>HAN BERNARD L</u>  (Last) (First) (Middle) <u>90 INVERNESS CIRCLE EAST</u>  (Street) <u>ENGLEWOOD CO 80112</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EchoStar Holding CORP [ SATS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2008</u>	
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			

**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)	\$27.63	01/02/2008		A <sup>(1)</sup>	V	70,000		(2)	09/30/2016	Class A Common Stock	70,000	\$0	70,000	D	
Employee Stock Option (Right to Buy)	\$27.63	01/02/2008		A <sup>(1)</sup>	V	18,000		(3)	09/30/2016	Class A Common Stock	18,000	\$0	18,000	D	
Restricted Stock Unit	(4)	01/02/2008		A <sup>(5)</sup>	V	6,000		(6)	09/30/2016	Class A Common Stock	6,000	\$0	6,000	D	

**Explanation of Responses:**

- 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.
- 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 September 30, 2008.
- 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.
- Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.
- The restricted stock unit was issued in connection with the Spin-Off.
- 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.

**Remarks:**

/s/ Bernard L. Han, by James Gorman, his Attorney in Fact      01/04/2008

\*\* 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.