FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
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hours per response:	0.5							

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

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 ERGEN		Reporting Person LES W				<u>HOS</u>	TAR COM				CORP [			all applicable Director	)	zerson(s X	10% Ow	·
(Last) 9601 S. M		(First) NBLVD.	(Middle)			3. Date of Earliest Transaction (Month/Day/Year)						-	X	Officer (give title Other (specify below)  Chairman and CEO				pecify
(Street) ENGLEW (City)		CO (State)	80112 (Zip)		- 🗀		ment, Date of Or	iginal Fil	led (M	onth/Day/Yea	ar)	6.	Indivi X	dual or Joint/ Form filed Form filed	by One F	Reporting	g Person	
			Table I - No	n-De	rivativ	e Sec	curities Acq	uired,	Disp	osed of,	or Bene	ficially	Ow	ned				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		ear) ii	2A. Deemed Execution Date, f any Month/Day/Year)	3. Transaction Code (Instr. ) 8)		4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4 a		(A) or 3, 4 and 5	5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price		Transaction(s (Instr. 3 and 4				(Instr. 4)
Class A Co	ommon St	ock												213,90	)2	]	D	
Class A Co	ommon St	ock												110			I	I <sup>(1)</sup>
Class A Co	ommon St	ock												350,00	00		I	I <sup>(2)</sup>
Class A Co	ommon St	ock												16,80	0		I	I <sup>(3)</sup>
Class A Co	ommon St	ock												18,26	1		I	I <sup>(4)</sup>
Class A Co	ommon St	ock												821			I	<b>I</b> <sup>(5)</sup>
			Table II -				urities Acqui s, warrants,						Own	ed				
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction De Code (Instr. Ac 8) Dis		nber of tive Securities ed (A) or sed of (D) (Instr. d 5)	6. Date Exerc Expiration Da (Month/Day/)		ate	7. Title and Securities Derivative (Instr. 3 ar	Underlyi Security	ying Derivative		derivati Securit Benefic Owned	tive ties cially I	10. Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)
	Security			Codo		<b>(A)</b>	(D)	Date	aable	Expiration	Title	Amount Number		]	Followi Reporte Transac	ed ction(s)	(I) (Instr. 4	'

(6)

50,000,000

50,000,000

Class A

Commo Stock

Class A

Common Stock

50,000,000

50,000,000

(6)

188,435,208

50,000,000

D

(6)

(6)

1. Name and Address of Reporting Person* <u>ERGEN CHARLES W</u>									
(Last)	(First)	(Middle)							
9601 S. MERIDIAN BLVD.									
(Street)									
ENGLEWOOD	CO	80112							
(City)	(State)	(Zip)							
1. Name and Address o									
(Last)	(First)	(Middle)							
9601 S. MERIDIAN BLVD.									
(Street)									
ENGLEWOOD	CO	80112							
(City)	(State)	(Zip)							

# **Explanation of Responses:**

1. Held by Ms. Cantey Ergen.

Class B

Common

Class B

Common Stock

(6)

(6)

11/09/2005

11/09/2005

2. Held by a Grantor Retained Annuity Trust ("GRAT"). The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

**G**<sup>(7)</sup>

**G**<sup>(7)</sup>

- 3. The shares are held by a custodian for the reporting persons' minor children. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- 4. Held by Mr. Charlie Ergen in a 401(k) account. Form 4s filed by the reporting persons prior to October 24, 2005 indicated that the reporting persons were trustees of the EchoStar Communications Corporation Employee 401(k) plan. As of October 24, 2005, the reporting persons ceased to serve as trustees of the EchoStar Communications Corporation Employee 401(k) plan.
- 5. Held by Ms. Cantey Ergen in a 401(k) account. Form 4s filed by the reporting persons prior to October 24, 2005 indicated that the reporting persons were trustees of the EchoStar Communications Corporation Employee 401(k) plan. As of October 24, 2005, the reporting persons ceased to serve as trustees of the EchoStar Communications Corporation Employee 401(k) plan.

6. The GRAT(s) may elect to convert any or all of the Class B shares into an equal number of Class A shares at any time for no additional consideration.

7. On November 9, 2005, the reporting persons established four GRATs, contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,000 Class B shares.

#### Remarks:

Charles W. Ergen, by David K.
Moskowitz, his Attorney in Fact
Cantey M. Ergen, by David K.
Moskowitz, her Attorney in Fact
\*\* Signature of Reporting Person

Li/18/2005

11/18/2005

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.