FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

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* ERGEN CHARLES W															5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
				-											X	Direc	tor	X	10% C	Owner		
(Last)		(Firs	t) (I RRACE EAST	Middle)			Date of Earliest Transaction (Month/Day/Year) 2/21/2010									X		Officer (give title below) Other (specify below) Chairman				
(Street) ENGLEV	VOOD	CO	8	0112		4. If								6. Individual or Joint/Grou Line) X Form filed by O			up Filing (Check Applic		``			
(City)		(Stat	e) (2	Zip)		_												Form filed by More than One Reporting Person				
			Table	e I - Nor	-Deriv	ative	Se	cur	ities	s Acc	uired,	Disp	osed o	f, o	r Be	nefic	ially	Owne	ed			
			2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (8)						4 and Secur Benef Owne		cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount		(A) or (D)		ce	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Class A Common Stock					12/21/2010		0			G	V	2,240)	D		\$0 6		0,960	,960 D ⁽¹⁾			
Class A Common Stock				12/2	12/21/2010				G	V	1,680)	A		\$ <mark>0</mark>	14,301		I		I ⁽²⁾		
Class A Common Stock																	47		I		I ⁽³⁾	
Class A C	Class A Common Stock															3,705		I		I ⁽⁴⁾		
Class A Common Stock																201		I		I ⁽⁵⁾		
Class A Common Stock														5,400		I		I ⁽⁶⁾				
			Та	ble II - D									sed of, onvertib					wned				
Derivative Conversion Date Executi Security or Exercise (Month/Day/Year) if any				3A. Deeme Execution if any (Month/Da	Date, Transaction Code (Inst			n of			6. Date E: Expiration (Month/D	n Date	•	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		of s ng e	Deri Sec (Ins	rice of vative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactions (Instr. 4)	Or Fo Di or (I)). wnership orm: rect (D) Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	v	(4)			Date Exercisal	Date E Exercisable [Title	O N O	Amount or Jumber of Shares						

Explanation of Responses:

- 1. This number no longer includes 10,930 shares, 5,400 of which are now reflected in the indirect holdings of the reporting person and 5,530 which were previously gifted as a charitable contribution.
- 2. The shares are held by a custodian for the reporting person's children. The reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.
- 3. Held by Ms. Cantey Ergen.
- 4. Held by Mr. Charlie Ergen in a 401(k) account.
- 5. Held by Ms. Cantey Ergen in a 401(k) account.

6. The shares are held by a charitable foundation. The reporting person is an officer of the charitable foundation and has both investment control and voting power for the foundation along with Cantey M. Ergen, his wife. The reporting person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein. These shares were previously included within the reporting person's direct holdings

Remarks:

/s/ Charles W. Ergen, by Brandon Ehrhart, his Attorney 12/23/2010

in Fact

** 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.