FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burden	
hours per reenence:	0.5

	Check this box if no longer subject to
J	Section 16. Form 4 or Form 5 obligation
•	may continue. See Instruction 1(h)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					0	r Section :	30(h) of the In	vestmen	t Com	pany Act of	1940							
	nd Address of	Reporting Person*					e <b>and</b> Ticker o						tionship of Re all applicable Director		Person(s	to Issuer	mor	
(Last)	MERIDIAN	(First)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/07/2010							Officer (giv		Other (s below) resident and CEO			
(Street)	WIEIGIDII (1)	V DLVD.			4. If	Amendme	ent, Date of Or	iginal Fil	ed (M	onth/Day/Ye	ar)	6. Indiv	idual or Joint	Group F	iling (Ch	eck Applica	able Line)	
(City)		(State)	80112 (Zip)					Ü	`	·	,	X	Form filed Form filed	by One I	Reportin	g Person		
(Oity)		(State)	Table I - No	n-Der	ivativ	e Secu	rities Acq	uired,	Disp	osed of,	or Bene	ficially Ow	ned					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year		Exe ear) if ar	2A. Deemed Execution Date, if any (Month/Day/Year)		ction nstr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Following Re	Owned eported	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 C	Common St	ock											538,6	52		D		
Class A C	Common St	ock											19,02	:5		I	I <sup>(1)</sup>	
Class A C	Common St	ock											235		I		I <sup>(2)</sup>	
Class A Common Stock													1,466		I		I <sup>(3)</sup>	
Class A Common Stock													21,14	21,140		I	I <sup>(4)</sup>	
			Table II -				ties Acqui warrants,						ed					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		Acquired	e Securities (A) or of (D) (Instr.	6. Date Exerc Expiration D (Month/Day/		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi	ive ies cially	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership ect (Instr. 4)	
	Security			Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		Report	ed ction(s)	(i) (iiisti. 4	<u>'                                     </u>	
Class B Common Stock	(5)	09/07/2010		G <sup>(6)</sup>	V		15,642,193	(5)	)	(5)	Class A Common Stock	15,642,193	(5)		0	I	I(e)	
Class B Common Stock	(5)	09/07/2010		G <sup>(6)</sup>	V	15,642,19	3	(5)	)	(5)	Class A Common Stock	15,642,193	(5)	157,0	54,134	D		
	nd Address of N CHARI	Reporting Person*																

(Last)	(First)	(Middle)	
9601 S. MERIDIA	N BLVD.		
(Street)			
ENGLEWOOD	CO	80112	
(City)	(State)	(Zip)	
1. Name and Address of ERGEN CANT			
(Last)	(First)	(Middle)	
9601 S. MERIDIA	, ,	(Middle)	
, ,	, ,	(Middle)	
9601 S. MERIDIA	, ,	(Middle) 80112	

## ${\bf Explanation\ of\ Responses:}$

- 1. Held by Mr. Charles W. Ergen in a 401(k) account.
- 2. Held by Ms. Cantey Ergen.
- 3. Held by Ms. Cantey Ergen in a 401(k) account.
- 4. The shares are held by a custodian for the reporting persons' children. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.
- 5. The holder 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.
- 6. On September 5, 2008 the reporting persons established the Ergen 2008 Two-Year GRAT, contributing 75,000,000 Class B shares. Pursuant to the terms of the Ergen 2008 Two-Year GRAT dated September 5, 2008, 59,357,807 shares were distributed as an annuity to Mr. Ergen on September 7, 2010. The Ergen 2008 Two-Year GRAT dated September 5, 2008 expired on September 7, 2010.

Remarks:

/s/ Mr. Charles W. Ergen, by

Brandon Ehrhart, his Attorney in 09/09/2010

Fact

/s/ Ms. Cantey Ergen, by Brandon 09/09/2010

\*\* Signature of Reporting Person

Date

Ehrhart, her Attorney in Fact

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.