SEC	Form	4
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 Instruction 1(b) or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) EchoStar Holding CORP [SATS] VOGEL CARL E х Director 10% Owner Officer (give title Other (specify Х 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) below) below) 01/01/2008 Senior Advisor 90 INVERNESS CIRCLE EAST 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) ENGLEWOOD CO 80112 X Form filed by One Reporting Person Form filed by More than One Reporting Person (Citv) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 2. Transaction 2A. Deemed 5. Amount of 6. Ownership 7. Nature of 1. Title of Security (Instr. 3) Date Execution Date. Transaction Securities Form: Direct Indirect Beneficially Owned Following (D) or Indirect (I) (Instr. 4) (Month/Day/Year) if any (Month/Day/Year) Code (Instr 8) 5) Beneficial Ownership Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) (A) or (D) Code v Price Amount J⁽¹⁾ Class A Common Stock 01/02/2008 v 2,033 A **\$**0 2,033 D **T**(2) 01/02/2008 **I**(1) 50 T Class A Common Stock v 50 A **\$**0 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. 2. Conversion Transaction Code (Instr. 8) Derivative Date Execution Date, Derivative Expiration Date of Securities Derivative derivative Ownership of Indirect if any (Month/Day/Year) Underlying Derivative Security Security (Instr. 3) or Exercise Price of (Month/Day/Year) Securitie (Month/Day/Year) Security (Instr. 5) Securitie Form: Direct (D) Beneficial Beneficially Acquired (A) Ownership or Disposed of (D) (Instr. 3, 4 and 5) Derivative (Instr. 3 and 4) Owned or Indirect (Instr. 4) Following (I) (Instr. 4) Security Reported Transaction(s) Amount (Instr. 4) Expiration Date Number of Shares Date Exercisable Code v (A) (D) Title Employee Stock Class A A⁽³⁾ 30,000 Option \$27.63 01/02/2008 ν 30.000 (4) 09/30/2016 Common \$<mark>0</mark> 30.000 D (Right to Stock Buy) Employee Stock Class A A(3) 60.000 01/02/2008 v (5) 09/30/2016 60 000 Ontion \$27.63 60,000 Commo **\$**0 D (Right to Stock Buy) Class A Restricted 8,000 (6) 01/02/2008 Δ(7) ν 8.000 (8) 09/30/2016 \$<mark>0</mark> 8,000 D Common Stock Uni Stock Employee Class A Stock A(3) (9) 140,000 Option \$25.45 01/02/2008 140,000 06/30/2015 Common \$<mark>0</mark> 140,000 D (Right to Buy) Stock Employee Stock Class A \$25.45 01/02/2008 A(3) 80.000 (10) 06/30/2015 80,000 80,000 D Option Common \$<mark>0</mark> (Right to Stock Buy) Class A Restricted (6) A⁽⁷⁾ (11) 12,000 01/02/2008 ν 12,000 06/30/2015 Common \$<mark>0</mark> 12,000 D Stock Uni Stock Explanation of Responses: 1. The shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off"). 2. By 401(k). 3. 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 4. The shares underlying the option were 20% vested on the date of grant with the remaining 80% vestsing at the rate of 20% per year commencing September 30, 2008. 5. 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. 6. Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting. 7. The restricted stock unit was issued in connection with the Spin-Off. 8. 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. 9. The shares underlying the option were 40% vested on the grant date and the remaining 60% vests at the rate of 20% per year, commencing on June 30, 2008.

10. The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing June 30, 2008 until June 30, 2009, and then at the rate of 20% per year thereafter.

11. The grant was 40% vested on the date of grant with the remaining 60% vesting at the rate of 20% per year commencing June 30, 2008.

Remarks:

<u>/s/ Carl E. Vogel, by Brandon</u> <u>Ehrhart, his Attorney in Fact</u> ** Signature of Reporting Person

01/04/2008

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.

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