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).
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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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average b	urden								

- 1	Estimated average burden hours per response:	0.5
L		0.0

															5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner				
(Last) (First) (Middle) 9601 S. MERIDIAN BLVD.						3. Date of Earliest Transaction (Month/Day/Year) 12/30/2011									Chairman				
(Street) ENGLEWOOD CO 80112				4.	 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Application) Form filed by One Reporting Person Form filed by More than One Reporting 												son		
(City)	(State)	(Zip)												V Pers				
		Tab	le I - Nor	n-Deriv	vativ	e Se	ecuritie	es Ac	quired,	Dis	posed o	of, o	r Ben	eficial	y Own	ed			
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			Secur Benef Owne	Mount of curities neficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount		(A) or (D)	Price	Trans	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)	
Class A G	Common S	tock		12/3	80/20 1	1			G	v	1,80	0	D	\$ <mark>0</mark>	7	91,502	D		
Class A G	Common S	tock		12/3	30/2011				G	v	900		А	\$ <mark>0</mark>	1	4,320	I	I ⁽¹⁾	
Class A G	Common S	tock														235	I	I ⁽²⁾	
Class A G	Common S	tock													1	9,229	Ι	I ⁽³⁾	
Class A Common Stock							_							1,669	I	I ⁽⁴⁾			
Class A Common Stock														27,000	I	I ⁽⁵⁾			
		Та	able II - E (ired, Di option						Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemo Execution if any (Month/Da	Date,	4. Transactio Code (Inst r) 8)		on of E		6. Date E Expiratio (Month/D	n Date	e	7. Title and Amount of Securities Underlying Derivative Security (Inst and 4)		D S (I	Price of erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	y Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Titl	or Nur of	ount nber ires					
	nd Address on N CHAR	of Reporting Person [*] LES W																	
(Last) (First) (Middle 9601 S. MERIDIAN BLVD.			lle)																
(Street) ENGLEWOOD CO 8011			2																
(City)		(State)	(Zip)																
	nd Address o	of Reporting Person [*] $\underline{\mathrm{EY}}$																	
(Last) 9601 S. 1	MERIDIA	(First) N BLVD.	(Midd	lle)															
(Street)																			

Explanation of Responses:

CO

(State)

80112

(Zip)

ENGLEWOOD

(City)

1. 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 their pecuniary interest therein.

2. Held by Ms. Cantey Ergen.

3. Held by Mr. Charlie Ergen in a 401(k) account.

4. Held by Ms. Cantey Ergen in a 401(k) account.

5. 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. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

Remarks:

<u>/s/ Charles W. Ergen, by</u> <u>Brandon Ehrhart, his Attorney</u> 01/04/2012 <u>in Fact</u> <u>/s/ Cantey M. Ergen, by</u> <u>Brandon Ehrhart, her Attorney</u> 01/04/2012 <u>in Fact</u> ** 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.