FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.S. 200

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

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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																	Relationship of Reporting Person(s) to Issuer (Check all applicable)						
ENGEN CHARLES W															X			X	_				
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 12/30/2011											Offic belo	,	irmaı	below)	(specify		
100 INVERNESS TERRACE E.																		Cita	mma	1			
(Street)					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)											6. Individual or Joint/Group Filing (Check Applicable Line)						
ENGLEWOOD CO 80112																X Form filed by One Reporting Person							
(City)	(S	tate) (Zip)													Form filed by More than One Reporting Person							
		Tabl	e I - Noi	n-Deriv	ative	Se	ecur	ities	s Acc	quired,	Dis	posed o	of, c	or Be	enefi	cially	Own	ed					
Date			Date	ransaction e nth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code (4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				4 and Securit Benefic Owned		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount		(A) o (D)	r Pr	Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)			
Class A Common Stock				12/30/2011					A ⁽¹⁾		10		A	\$	20.94	(60,980		D				
Class A Common Stock				12/30/2011					G	V	2,400		D		\$ <mark>0</mark>	5	58,580		D				
Class A C	Common St	ock		12/30	0/2011	1				G	V	1,200)	A		\$ <mark>0</mark>		0,734	I I ⁽²⁾				
Class A C	Common St	ock																47		I	I (3)		
Class A C	Common Sto	ock															3,705 I I ⁽⁴⁾						
Class A C	lass A Common Stock																	201		I	I ⁽⁵⁾		
Class A C	Class A Common Stock																	5,400		I	I ⁽⁶⁾		
		Та	ble II - I									sed of, onvertib					wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	ed Date,	4. Transaction Code (Instr. 8)		5. Number 6			6. Date E Expiratio (Month/D	xercis	able and	7. An Se Un De Se	7. Title and Amount of Securities Underlying Derivative Security (Instr and 4)		8. F Dei See (Ins	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	O F D o (I	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(Date Exercisa		Expiration Date	Tit	1	Amoun or Numbe of Shares	r							

Explanation of Responses:

- 1. Award granted for no consideration to Reporting Person under the Company's innovator recognition program, which is available to all eligible employees of the Company.
- 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 their 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. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

Remarks:

/s/ Charles W. Ergen, by
Brandon Ehrhart, his Attorney 01/04/2012
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.