FORM 4

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

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

1	UMB APPRO	VAL				
	OMB Number:	3235-0287				
	Estimated average burde	en				
	hours per response:	0.5				

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of	Reporting Person*						ker or Tradi				(Ch	elationship o eck all applic Director	able)	Perso	10% Ov	vner
(Last) (First) (Middle) 9601 S. MERIDIAN BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2008						;	below)	Officer (give title below)  Chairman and CEO						
(Street)	WOOD C	0	80112		4. If An	nendment, I	Date (	of Original F	iled (	(Month/Da	y/Year)	Line	X Form fi	led by One	Repo	(Check Apporting Persor	ı
(City)	(S	State)	(Zip)										Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
1. Title of Security (Instr. 3)  2. Transa Date (Month/D			Execution Date,		Code (I	Transaction Disposed Of (D) (Instr. 3, 4				5. Amour Securities Beneficia Owned For	s Form Illy (D) collowing (I) (II		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	tion(s)			(3 4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  (Instr. 3)  3. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year)		Co	ransaction Derivative ode (Instr. Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	s S Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)				
				Cod	le V	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares		(Instr. 4)	on(s)		
Employee Stock Option (Right to Buy)	\$11.09	12/31/2008		A	· V	900,000		(1)	0:	3/31/2017	Class A Common Stock	900,000	\$0	900,00	00	D	

## Explanation of Responses:

1. The grant is subject to achievement of certain performance criteria prior to December 31, 2015 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.

## Remarks:

/s/ Charles W. Ergen, by

Brandon E. Ehrhart, his

01/05/2009

Attorney in Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.