## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden

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

	tion 1(b).	nunuc. Sec		File	ed ni	ırsuan	t to Section	n 16/	a) of the Secu	ıritie	s Exchan	ae Act of	1934			Lilouis	per res	ponse.	0.5
				1 110					Investment										
		of Reporting Person*						_	ker or Trading		_				lationship of ck all applica Director	ıble)	Perso	( )	
(Last) 9601 S. I	MERIDIA	(First) AN BLVD.	(Wilduic)				B. Date of Earliest Transaction (Month/Day/Year) 03/31/2008								below)	(give title Chairman and		Other (s below) CEO	specify
(Street)	WOOD	CO	80112 4. If Am			Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting					n	
(City)		(State)	(Zip)	Doriv	/ativ	S	o curitio		equired D	ien	osed o	of or Be	nofic	sially	Person				
1. Title of Security (Instr. 3) 2. Trans Date		actio	action ZA. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securit Transaction Code (Instr.		ities Acquired (A) d Of (D) (Instr. 3, 4		or	5. Amount o and 5) Securities Beneficially Owned Follo		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership						
							Code V	,	Amount	(A) (D)	or Pi	rice	Reported Transaction (Instr. 3 au	ion(s)			(Instr. 4)		
			Table II -												Owned				
		1		(e.g., p	uts	s, cal	1		s, options					_			. 1		T
1. Title of Derivative Security (Instr. 3) Price of Derivative Security		e (Month/Day/Year)	Execution Date, if any		4. Transaction Code (Instr. B)		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Co	ode	v	(A)	(D)	Date Exercisable	Ex Da	piration ate	Title	Amor or Numl of Sh	ber		Transacti (Instr. 4)	on(s)		
Employee Stock Option (Right to Buy)	\$28.73	03/31/2008			A		500,000		(1)	03/	/31/2018	Class A Common Stock	500	,000	<b>\$</b> 0	500,00	00	D	
		of Reporting Person*															·		
(Last) 9601 S. I	MERIDI <i>!</i>	(First) AN BLVD.	(Middle	e)															
(Street) ENGLE	WOOD	СО	80112	2															
(City)		(State)	(Zip)																
L. Name ar	nd Address	of Reporting Person*																	

## Explanation of Responses:

**ENGLEWOOD** 

**ERGEN CANTEY** 

9601 S. MERIDIAN BLVD.

(First)

CO

(State)

1. The shares underlying the option vest at the rate of 20% per year, commencing on March 31, 2009.

(Middle)

80112

(Zip)

Remarks:

(Last)

(Street)

(City)

/s/ Charles W. Ergen, by Robert Rehg, his Attorney in Fact

04/02/2008

/s/ Cantey Ergen, by Robert Rehg, her Attorney in Fact

04/02/2008

\*\* 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.