FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Wood Stephen W						DISH Network CORP [DISH]										heck all appl Direct			10% O	
(Last) 9601 S. 1	ast) (First) (Middle) 501 S. MERIDIAN BLVD.				3. Date of Earliest Transaction (Month/Day/Year) 01/24/2011											X Officer (give title Other (spe below) EVP, Human Resources				
(Street) ENGLEWOOD CO 80112					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(\$		(Zip)																	
1. Title of Security (Instr. 3) 2. T				2. Transa Date	2. Transaction			2A. Deemed Execution Date, if any (Month/Day/Year)			ction instr.	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			(A) or	5. Amo Securit Benefic Owned	unt of ies ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership
										Code	v	Amount		(A) or (D)	Price	Reporte Transac (Instr. 3	ction(s)			(Instr. 4)
Class A Common Stock					01/24/2011							7,500	0	A	\$9.0	9 7	7,605		D	
Class A Common Stock				01/24/2011						M ⁽¹⁾		5,000		A	\$14.	12,605			D	
Class A Common Stock 01				01/24	1/24/2011					S ⁽¹⁾		12,500		D	\$22	2	105		D	
Class A Common Stock																	498		I	I ⁽²⁾
		٦	Гable II -									osed of converti				y Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Executior if any (Month/Da	Date,	4. Transactio Code (Inst 8)		5. Number of			. Date Ex xpiration Month/Da	Date	ar) An Se Un De		7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e C s F ully D o (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)		ate xercisab		Expiration Date	Title		Amount or Number of Shares					
Employee Stock Option (Right to Buy)	\$9.09	01/24/2011			M ⁽¹⁾			7,500		(3)	a	03/31/2017	Con	ass A nmon ock	7,500	\$0	270,00	1	D	
Employee Stock Option (Right to	\$14.21	01/24/2011			M ⁽¹⁾			5,000		(4)	C	06/30/2019	Con	ass A nmon ock	5,000	\$0	80,000)	D	

Explanation of Responses:

- 1. The transactions reported on this Form 4 were effected pursuant to a Rule 10B5-1 trading plan.
- 2. By 401K.
- 3. The remaining portion of 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
- $4. \ The \ shares \ underlying \ the \ option \ vest \ at \ the \ rate \ of \ 20\% \ per \ year, \ commencing \ on \ June \ 30, \ 2010.$

Remarks:

/s/ Stephen W. Wood, by

Brandon E. Ehrhart, his

** Signature of Reporting Person

Attorney in Fact

01/26/2011

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.