FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

D.C. 20549

		Washington,

C	OMB.	APP	ROV	٩L

OMB Number: 3235-0287

Check this box if no longer subject to

Sectio obligat	this box if no I n 16. Form 4 o ions may conti tion 1(b).	onger subject to r Form 5 nue. See	STAT			oursua	nt to	Section 16(30(h) of the	a) of the Se	curiti	es Exchar	nge Act	of 193		IP	Estim	Number ated aver per res	erage burde		0.5	
Ergen 2		f Reporting Person* Year GRAT 5			I		OS'	me and Ticl TAR CC				IS CO	ORP		ationship of the all applications of the all application of the allow	ole)	g Perso X X	10% O	wner	fy	
(Last) 9601 S.	(MERIDIAI	First) N BLVD.	(Middle)			3. Date		arliest Trans	action (Mor	nth/Da	ay/Year)				below) A below) Joint Filing Group						
(Street)	WOOD (00	80112		4	I. If Am	endr	ment, Date o	of Original F	iled (Month/Da	y/Year)		6. Ind Line)		d by One	e Repor	Check App ting Person One Repor	า		
(City)	(State)	(Zip)											<u> </u>							
1. Title of	Security (Ins		āble I - Nor	2. Trans Date (Month)	sact	ion	2A. Exe	Deemed	3. Transac	tion	4. Secur	ities Ac	quired		5. Amount Securities Beneficially Owned Fol	<i>y</i>	Form:	nership Direct Indirect str. 4)	Indir Bene Own	eficial ership	
									Code	v	Amount		(A) or (D)	Price	Reported Transaction (Instr. 3 and				(Inst	r. 4)	
			Table II -					ities Acc							wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any (Month/Day/Ye	ate, Transaction Code (Instr. 8)		ion Derivative E		Expiration	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amount of Securities Underlyin Derivative Security (Instr. 3 and 4)		nderlying ecurity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followin Reporte	ve es ially ng d	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	ip of Indi Benefi Owner ct (Instr.	L. Nature f Indirect eneficial wnership nstr. 4)		
				Co	de	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	N	mount or lumber of hares		Transac (Instr. 4)					
Class B Common Stock	(1)	11/09/2006		G	(2)	V		4,362,261	(1)		(1)	Class Comm Stoc	ion 4	,362,261	(1)	8,137	,739	D ⁽²⁾⁽⁶⁾			
Class B Common Stock	(1)	11/09/2006		G ⁽	(3)	v		2,710,266	(1)		(1)	Class Comm Stoc	ion 2	,710,266	(1)	9,789	,734	D ⁽³⁾⁽⁶⁾			
Class B Common Stock	(1)	11/09/2006		G	(4)	v		1,891,568	(1)		(1)	Class Comm Stoc	ion 1	,891,568	(1)	10,608	3,432	D ⁽⁴⁾⁽⁶⁾			
Class B Common Stock	(1)	11/09/2006		G	(5)	v		1,406,146	(1)		(1)	Class Comm Stoc	ion 1	,406,146	(1)	11,093	3,854	D ⁽⁵⁾⁽⁶⁾			
		f Reporting Person* Year GRAT	dated Nov	embe:	r 9																
(Last) 9601 S.	MERIDIAI	(First) N BLVD.	(Middle	·)																	
(Street)	WOOD	СО	80112																		
(City)		(State)	(Zip)																		
		f Reporting Person*		vemb	er	<u> </u>															

1. Name and Address of Reporting Person*

9601 S. MERIDIAN BLVD.

(First)

CO

(State)

(Middle)

80112

(Zip)

2005

(Last)

(Street)

(City)

ENGLEWOOD

Ergen 2005 Four Year GRAT dated November 9

<u>2005</u>						
(Last)	(First)	(Middle)				
9601 S. MERIDIAN	N BLVD.					
(Street)						
ENGLEWOOD	CO	80112				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* Ergen 2005 Five Year GRAT dated November 9 2005						
(Last)	(First)	(Middle)				
9601 S. MERIDIAN BLVD.						
(Street)						
ENGLEWOOD	CO	80112				
(City)	(State)	(Zip)				

Explanation of Responses:

- 1. On November 9, 2005, Charles W. Ergen established four Grantor Retained Annuity Trusts (" GRAT"), contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,000 Class B shares. Each GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- 2. Pursuant to the terms of the Ergen Two-Year GRAT, 4,362,261 shares were distributed as an annuity to Mr. Ergen on November 9, 2006 with the Ergen Two-Year GRAT retaining 8,137,739 shares.
- 3. Pursuant to the terms of the Ergen Three-Year GRAT, 2,710,266 shares were distributed as an annuity to Mr. Ergen on November 9, 2006 with the Ergen Three-Year GRAT retaining 9,789,734 shares.
- $4. \ Pursuant to the terms of the Ergen Four-Year GRAT, 1,891,568 \ shares were distributed as an annuity to Mr. Ergen on November 9, 2006 with the Ergen Four-Year GRAT retaining 10,608,432 \ shares.$
- 5. Pursuant to the terms of the Ergen Five-Year GRAT, 1,406,146 shares were distributed as an annuity to Mr. Ergen on November 9, 2006 with the Ergen Five-Year GRAT retaining 11,093,854 shares.
- 6. There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner. The dispositive and voting power of the shares held by each of the GRATs is made independent of each other, except to the extent that Mr. David K. Moskowitz is the trustee of each of the GRATs and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such GRAT.

Remarks:

/s/ David K. Moskowitz, Trustee of the Ergen Two-Year GRAT 11/13/2006 dated November 9, 2005 /s/ David K. Moskowitz, Trustee of the Ergen Three-Year GRAT 11/13/2006 dated November 9, 2005 /s/ David K. Moskowitz, Trustee of the Ergen Four-Year GRAT 11/13/2006 dated November 9, 2005 /s/ David K. Moskowitz, Trustee of the Ergen Five-Year GRAT 11/13/2006 dated November 9, 2005 ** 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.