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ECHOSTAR COMMUNICATIONS CORP
Form POS AM
February 20, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 20, 2002
REGISTRATION NO. 333-88755

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ECHOSTAR COMMUNICATIONS CORPORATION
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation or organization)

88-0336997
(IRS Employer
Identification No.)

5701 South Santa Fe Drive
Littleton, Colorado 80120
(303) 723-1000

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive office)

David K. Moskowitz, Esq.
Senior Vice President, General Counsel and Secretary
EchoStar Communications Corporation
5701 South Santa Fe Drive
Littleton, Colorado 80120
(303) 723-1000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With copies to:

Raymond L. Friedlob, Esq.
John W. Kellogg, Esq.
RaLea Sluga, Esq.
Friedlob Sanderson Paulson & Tourtillott, LLC
1775 Sherman Street, Twenty-First Floor
Denver, Colorado 80203
(303) 571-1400

Approximate date of commencement of proposed sale to the public: This
post-effective amendment deregisters those shares of class A common stock that
remain unsold hereunder as of the date hereof.

If the only securities being registered on this form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box: []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, please check the following box: []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462 (c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please the following box. []

DEREGISTRATION OF SECURITIES

On October 12, 1999, EchoStar Communications Corporation, a Nevada corporation ("ECC") filed a registration statement on Form S-3 (Commission file No. 333-88755) (the "Registration Statement") for purposes of registering 17,206,232 shares of ECC's class A common stock (the "Shares"). On October 29, 1999, ECC filed an amendment to the Registration Statement revising the number of Shares registered to be 34,412,464 shares of class A common stock. On October 29, 1999, the Securities and Exchange Commission declared the Registration Statement effective. Since that time and from time to time, ECC has filed prospectus supplements under the Registration Statement to reflect an underwritten offer of 12,000,000 of the Shares and recent developments.

Pursuant to the terms of the Registration Rights Agreement that required ECC to file the Registration Statement, ECC is no longer required to keep the Registration Statement effective. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the date hereof, all of the Shares that remain unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Littleton, State of Colorado on February 20, 2002.

ECHOSTAR COMMUNICATIONS CORPORATION

By: /s/Michael R. McDonnell

Michael R. McDonnell
Senior Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this

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Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ Charles W. Ergen* ----- Charles W. Ergen	Chairman and Chief Executive Officer (Principal Executive Officer)	February
/s/ Michael R. McDonnell ----- Michael R. McDonnell	Chief Financial Officer (Principal Financial Officer)	February
/s/ Cantey M. Ergen ----- Cantey M. Ergen	Director	February
/s/ David K. Moskowitz ----- David K. Moskowitz	Director	February
/s/ Raymond L. Friedlob* ----- Raymond L. Friedlob	Director	February
/s/ O. Nolan Daines* ----- O. Nolan Daines	Director	February
/s/ James DeFranco* ----- James DeFranco	Director	February
/s/ Peter A. Dea ----- Peter A. Dea	Director	February
/s/ Jean-Marie Messier ----- Jean-Marie Messier	Director	February
*s/ David K. Moskowitz ----- David K. Moskowitz Attorney-in-Fact		February