

DEFRANCO JAMES
Form 4
November 19, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEFRANCO JAMES

(Last) (First) (Middle)
9601 SOUTH MERIDIAN BOULEVARD
(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DISH Network CORP [DISH]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 11/15/2012 | | M | | \$ 21.56 | D | |
| Class A Common Stock | 11/15/2012 | | M | | \$ 21.07 | D | |
| Class A Common Stock | 11/15/2012 | | S | | \$ 34.71 (1) | D | |
| Class A Common | 11/16/2012 | | M | | \$ 21.07 | D | |

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| | | | | | | | | | |
|----------------------------|------------|--|---|--------|---|---------------------------|-----------|---|--------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 11/16/2012 | | S | 84,500 | D | \$ 35.18 <u>(2)</u> | 1,129,438 | D | |
| Class A Common Stock | | | | | | | 1,250,000 | I | I <u>(3)</u> |
| Class A Common Stock | | | | | | | 1,905,059 | I | I <u>(4)</u> |
| Class A Common Stock | | | | | | | 50,000 | I | I <u>(5)</u> |
| Class A Common Stock | | | | | | | 12,160 | I | I <u>(6)</u> |
| Class A Common Stock | | | | | | | 19,370 | I | I <u>(7)</u> |

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

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 control number.

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(9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 21.56 | 11/15/2012 | | M | 100,000 | <u>(8)</u> 06/30/2014 | Class A Common Stock 100,000 |
| Employee Stock Option | \$ 21.07 | 11/15/2012 | | M | 15,500 | <u>(9)</u> 06/30/2015 | Class A Common Stock 15,500 |

(Right to Buy)

Employee Stock

Option \$ 21.07 11/16/2012

M 84,500

(9)

06/30/2015

Class A Common Stock

84,500

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEFRANCO JAMES 9601 SOUTH MERIDIAN BOULEVARD ENGLEWOOD, CO 80112 | X | | Executive Vice President | |

Signatures

James DeFranco, by Brandon E. Ehrhart, his Attorney in Fact

11/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Based upon a weighted average sale price. The shares reported in this transaction were sold at prices ranging between \$34.70 and \$34.76.

(1) Information regarding the number of shares sold at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

Based upon a weighted average sale price. The shares reported in this transaction were sold at prices ranging between \$35.08 and \$35.24.

(2) Information regarding the number of shares sold at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(3) The shares are held by the reporting person as a general partner of a limited partnership.

(4) The shares are held by the reporting person as a general partner of a different limited partnership.

(5) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's minor children and grandchildren. The reporting person disclaims beneficial ownership of the shares.

(6) The shares are being held by the reporting person as custodian for his minor children.

(7) By 401(k).

(8) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2005.

(9) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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