

EchoStar Holding CORP  
 Form 4  
 January 04, 2008

**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 \*  
 Dodge R Stanton

(Last) (First) (Middle)  
 90 INVERNESS CIRCLE EAST  
 (Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 EchoStar Holding CORP [SATS]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/01/2008

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)  
 EVP, Gen Counsel and Sec

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 (A) or (D) Price			
Class A Common Stock	01/01/2008		J <sup>(1)</sup>	V 36 A \$ 0 36		D	
Class A Common Stock	01/01/2008		J <sup>(1)</sup>	V 428 A \$ 0 50		I	I <sup>(2)</sup>

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

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SEC 1474 (9-02)

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**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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 36.6	01/02/2008		A <sup>(3)</sup>	V	20,000		<u>(4)</u>	06/30/2017	Class A Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 36.6	01/02/2008		A <sup>(3)</sup>	V	9,000		<u>(5)</u>	06/30/2017	Class A Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 24.68	01/02/2008		A <sup>(3)</sup>	V	5,000		<u>(6)</u>	03/31/2015	Class A Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 24.68	01/02/2008		A <sup>(3)</sup>	V	7,500		<u>(7)</u>	03/31/2015	Class A Common Stock	7,500
Restricted Stock Unit	<u>(8)</u>	01/02/2008		A <sup>(9)</sup>	V	2,500		<u>(7)</u>	03/31/2015	Class A Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 25.95	01/02/2008		A <sup>(3)</sup>	V	2,000		<u>(10)</u>	06/30/2014	Class A Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 27.64	01/02/2008		A <sup>(3)</sup>	V	2,000		<u>(11)</u>	03/31/2014	Class A Common Stock	2,000
	\$ 24.37	01/02/2008		A <sup>(3)</sup>	V	2,000		<u>(12)</u>	03/31/2013		2,000

Employee Stock Option (Right to Buy)								Class A Common Stock	
Employee Stock Option (Right to Buy)	\$ 5.06	01/02/2008	A <sup>(3)</sup>	V	80,000	(13)	02/17/2009	Class A Common Stock	80,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dodge R Stanton 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112			EVP, Gen Counsel and Sec	

## Signatures

/s/ R. Stanton  
Dodge

01/04/2008

\*\*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).
- (1) The shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off").
- (2) By 401(k).
- (3) The option was issued in connection with the Spin-Off. Under the terms of the employee matters agreement executed between the issuer and ECC, the exercise price of the option became calculable on January 2, 2008.
- (4) The shares underlying the option vest at the rate of 20% per year commencing on June 30, 2008.
- (5) The grant is subject to achievement of certain performance criteria and a vesting schedule of 10% per year commencing June 30, 2008 until June 30, 2011, and then at the rate of 20% per year thereafter.
- (6) The shares underlying the option were 40% vested on the date of grant with the remaining 60% vesting at the rate of 20% per year commencing March 31, 2008.
- (7) The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing March 31, 2008 until March 31, 2009, and then at the rate of 20% per year thereafter.
- (8) Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.
- (9) The restricted stock unit was issued in connection with the Spin-Off.
- (10) The shares underlying the option were 60% vested on the date of grant and the remaining 40% vests at the rate of 20% per year, commencing on June 30, 2008.
- (11) The shares underlying the option were 60% vested on the date of grant and the remaining 40% vests at the rate of 20% per year, commencing on March 31, 2008.

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(12) The shares underlying the option were 80% vested on the date of grant and the remaining 20% vests on March 31, 2008.

(13) The grant is subject to achievement of certain performance criteria and was 100% vested on the date of grant.

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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