

EHOSTAR COMMUNICATIONS CORP
 Form 4
 November 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 ERGEN CHARLES W

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 9601 S. MERIDIAN BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

ENGLEWOOD, CO 80112
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 214,027 | D | |
| Class A Common Stock | | | | | 235 | I | I (1) |
| Class A Common Stock | | | | | 350,000 | I | I (2) |
| Class A Common Stock | | | | | 16,800 | I | I (3) |

Stock

| | | | |
|----------------------------|--------|---|------------------|
| Class A Common Stock | 18,411 | I | I ⁽⁴⁾ |
|----------------------------|--------|---|------------------|

| | | | |
|----------------------------|-----|---|------------------|
| Class A Common Stock | 923 | I | I ⁽⁵⁾ |
|----------------------------|-----|---|------------------|

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

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | | | | | |
| | | | | | | (A) | (D) | |
| Class B Common Stock | <u>(6)</u> | 11/09/2006 | | G ⁽⁷⁾ V | 10,370,241 | <u>(6)</u> | <u>(6)</u> | Class A Common Stock |
| Class B Common Stock | <u>(6)</u> | 11/09/2006 | | G ⁽⁷⁾ V | 10,370,241 | <u>(6)</u> | <u>(6)</u> | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ERGEN CHARLES W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | X | Chairman and CEO | |
| ERGEN CANTEY 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | | | |

Signatures

/s/ Charles W. Ergen, by David K. Moskowitz, his Attorney in Fact

11/13/2006

__Signature of Reporting Person

Date

/s/ Cantey M. Ergen, by David K. Moskowitz, her Attorney in Fact

11/13/2006

__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) Held by Ms. Cantey Ergen.

(2) Held by a Grantor Retained Annuity Trust ("GRAT"). The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(3) The shares are held by a custodian for the reporting persons' minor children. The reporting persons disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(4) Held by Mr. Charlie Ergen in a 401(k) account.

(5) Held by Ms. Cantey Ergen in a 401(k) account.

(6) The holder of the shares of Class B stock, either Charles. W. Ergen or each GRAT, may elect to convert any or all of their Class B shares into an equal number of Class A shares at any time for no additional consideration.

(7) On November 9, 2005, the reporting persons established four GRATs, contributing 12,500,000 Class B shares to each, resulting in the transfer of a total of 50,000,00 Class B Shares. 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. 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. 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. 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.

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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