

ERGEN CHARLES W
Form SC 13D/A
November 10, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 11)*
DISH NETWORK CORPORATION
(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

278762109
(CUSIP Number)

R. Stanton Dodge
Executive Vice President, General Counsel and Secretary
DISH Network Corporation
9601 S. Meridian Blvd.
Englewood, Colorado 80112
(303) 723-1000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 9, 2010
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all

exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 278762109

1. NAME OF REPORTING PERSON

Charles W. Ergen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC Use Only

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7. SOLE VOTING POWER
159,768,874 VOTING SHARES (1)
1,180,000 SIXTY DAY SHARES (2)

8. SHARED VOTING POWER
75,001,701 OTHER SHARES (3)

Number Of
Shares
Beneficially
Owned By

9. SOLE DISPOSITIVE POWER
159,768,874 VOTING SHARES (1)
1,180,000 SIXTY DAY SHARES (2)

Each Reporting
Person With

10. SHARED DISPOSITIVE POWER
75,001,701 OTHER SHARES (3)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON

235,950,575

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 53.6% (4)

14. TYPE OF REPORTING PERSON

IN

(1) "Voting Shares" include all shares of Class A Common Stock ("Class A Common Stock") and Class B Common Stock ("Class B Common Stock") of DISH Network Corporation ("DISH Network") of which Mr. Ergen is the sole beneficial owner. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent: (i) 538,652 shares of Class A Common Stock owned beneficially directly by Mr. Ergen; (ii) 19,025 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 21,140 shares of Class A Common Stock owned beneficially by Mr. Ergen as custodian for his minor children; and (iv) 159,190,057 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(2) "Sixty Day Shares" are shares of Class A Common Stock deemed to be owned beneficially under Rule 13d-3(d)(1) because Mr. Ergen has the right to acquire beneficial ownership of such shares within 60 days of the date hereof. Upon acquisition by Mr. Ergen, these shares will become Voting Shares.

(3) "Other Shares" represent: (i) 235 shares of Class A Common Stock owned beneficially by Mr. Ergen's spouse, Cantey Ergen; (ii) 1,466 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network's 401(k) Employee Savings Plan; and (iii) 75,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2009 DISH GRAT.

(4) Based on 204,670,142 shares of Class A Common Stock outstanding on November 8, 2010 and assuming conversion of the shares of Class B Common Stock held by Mr. Ergen into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that Mr. Ergen may be deemed to own beneficially would be approximately 53.1%. Because each share of Class B Common Stock is entitled to 10 votes per share, Mr. Ergen owns beneficially equity securities of the

Company representing approximately 90.5% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

CUSIP No. 278762109

1. NAME OF REPORTING PERSON

Cantey M. Ergen

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC Use Only

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7. SOLE VOTING POWER
75,001,701 VOTING SHARES (1)

8. SHARED VOTING POWER
159,768,874 OTHER SHARES (2)

Number Of
Shares

9. SOLE DISPOSITIVE POWER
75,001,701 VOTING SHARES (1)

Beneficially
Owned By
Each Reporting
Person With

10. SHARED DISPOSITIVE POWER
159,768,874 OTHER SHARES (2)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON

234,770,575

12. CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 53.5% (3)

Page 4 of 11

14. TYPE OF REPORTING PERSON

IN

(1) "Voting Shares" include all shares of Class A Common Stock and Class B Common Stock of DISH Network of which Mrs. Ergen is the sole beneficial owner. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent: (i) 235 shares of Class A Common Stock owned beneficially directly by Mrs. Ergen; (ii) 1,466 shares of Class A Common Stock owned beneficially indirectly by Mrs. Ergen through DISH Network's 401(k) Employee Savings Plan; and (iii) 75,000,000 shares of Class B Common Stock owned beneficially by Mrs. Ergen solely by virtue of her position as trustee of the Ergen Two-Year 2009 DISH GRAT.

(2) "Other Shares" represent: (i) 538,652 shares of Class A Common Stock owned beneficially directly by Mr. Ergen, Mrs. Ergen's spouse; (ii) 19,025 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen through DISH Network's 401(k) Employee Savings Plan; (iii) 21,140 shares of Class A Common Stock owned beneficially by Mr. Ergen as custodian for his minor children; and (iv) 159,190,057 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(3) Based on 204,670,142 shares of Class A Common Stock outstanding on November 8, 2010 and assuming conversion of the shares of Class B Common Stock held by Mrs. Ergen into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that Mrs. Ergen may be deemed to own beneficially would be approximately 53.0%. Because each share of Class B Common Stock is entitled to 10 votes per share, Mrs. Ergen owns beneficially equity securities of the Company representing approximately 90.5% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

CUSIP No. 278762109

1. NAME OF REPORTING PERSON

Ergen Two-Year 2009 DISH GRAT

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC Use Only

4. SOURCE OF FUNDS

OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

7. SOLE VOTING POWER
75,000,000 VOTING SHARES (1)

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
Number Of Shares 75,000,000 VOTING SHARES (1)
Beneficially

Owned By 10. SHARED DISPOSITIVE POWER
Each Reporting 0
Person With

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON

75,000,000

12. CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES*

Page 6 of 11

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 26.8% (3)

14. TYPE OF REPORTING PERSON

IN

(1) All of the shares beneficially held by the Ergen Two-Year 2009 DISH GRAT are shares of Class B Common Stock. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time.

(2) Based on 204,670,142 shares of Class A Common Stock outstanding on November 8, 2010 and assuming conversion of the shares of Class B Common Stock held by the Ergen Two-Year 2009 DISH GRAT into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Ergen Two-Year 2009 DISH GRAT may be deemed to own beneficially would be approximately 16.9%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Ergen Two-Year 2009 DISH GRAT owns beneficially equity securities of the Company representing approximately 29.0% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

ITEM 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

Mr. Ergen receives an annuity amount from each of the GRATs under the trust agreements governing the GRATs, assuming that the particular GRAT has not yet expired. The number of shares of Class B Common Stock to be distributed as an annuity payment is based in part on the price of the stock on the distribution date and therefore cannot be calculated until the date of distribution. On November 9, 2010, GRAT #4 distributed all 2,135,923 shares of Class B Common Stock held by GRAT #4 to Mr. Ergen as an annuity payment. GRAT #4 expired in accordance with its terms on November 9, 2010. Following the expiration of GRAT #4, all of the GRATs established by Mr. Ergen on November 9, 2005 have expired. Therefore, Mr. Ergen will no longer receive an annuity amount from such GRATs. However, during the fourth quarter of 2010 and 2011, Mr. Ergen will receive an annuity amount from the 2009 GRAT.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

(a) This filing is for the cumulative share holdings of an affiliated group as of the close of business on November 9, 2010. See Items 11 and 13 of the cover pages to this Amendment No. 11 for the aggregate number of shares of Class A Common Stock and percentage of Class A Common Stock beneficially owned by each of the Reporting Persons. The Reporting Persons' beneficial ownership of shares of Class A Common Stock excludes 4,245,151 shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock held by certain trusts established by Mr. Ergen for the benefit of his family.

(b) See Items 7 through 10 of the cover pages to this Amendment No. 11 for the number of shares of Class A Common Stock beneficially owned by each of the Reporting Persons as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote and sole or shared power to dispose or to direct the disposition.

(c) The Reporting Persons have not effected any transactions in the Class A Common Stock of DISH Network in the last sixty days other than as described herein and in the affiliated group's Schedule 13D/A filed on September 8, 2010.

(d) Not applicable.

(e) Not applicable.

ITEM 7. Material to be Filed as Exhibits

Exhibit A: Agreement of Joint Filing

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 10, 2010

CHARLES W. ERGEN

/s/ Charles W. Ergen
Charles W. Ergen

Dated: November 10, 2010

CANTEY M. ERGEN

/s/ Cantey M. Ergen
Cantey M. Ergen

Dated: November 10, 2010

2009 GRAT

/s/ Cantey M. Ergen
Cantey M. Ergen, Trustee

Attention: Intentional misstatements or omissions of fact
constitutes Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit A: Agreement of Joint Filing

Page 10 of 11

EXHIBIT A

Agreement of Joint Filing

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement on Schedule 13D/A to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

Dated: November 10, 2010 CHARLES W. ERGEN

/s/ Charles W. Ergen
Charles W. Ergen

CANTEY M. ERGEN

Dated: November 10, 2010

/s/ Cantey M. Ergen
Cantey M. Ergen

2009 GRAT

Dated: November 10, 2010

/s/ Cantey M. Ergen
Cantey M. Ergen, Trustee

