

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 *
HAN BERNARD L

(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)
01/02/2008

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 & Chief Financial Officer

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 Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Transaction(s) Price			
				Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.63	01/02/2008	A ⁽¹⁾	V		70,000			⁽²⁾	09/30/2016	Class A Common Stock	70,000
Employee Stock Option (Right to Buy)	\$ 27.63	01/02/2008	A ⁽¹⁾	V		18,000			⁽³⁾	09/30/2016	Class A Common Stock	18,000
Restricted Stock Unit	⁽⁴⁾	01/02/2008	A ⁽⁵⁾	V		6,000			⁽⁶⁾	09/30/2016	Class A Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAN BERNARD L 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112			EVP & Chief Financial Officer	

Signatures

/s/ Bernard L. Han, by James Gorman, his Attorney in Fact 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 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.
- (2) The shares underlying the option were 20% vested on the date of grant with the remaining 80% vesting at the rate of 20% per year commencing September 30, 2008.
The grant is subject to achievement of certain performance criteria and was 10% vested on the date of grant with the remaining 90% vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2010, and then at the rate of 20% per year thereafter.
- (4) Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.

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(5) The restricted stock unit was issued in connection with the Spin-Off.

The grant is subject to achievement of certain performance criteria and was 10% vested on the date of grant with the remaining 90%

(6) vesting at the rate of 10% per year commencing September 30, 2008 until September 30, 2010, and then at the rate of 20% per year thereafter.

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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