

Edgar Filing: NEWS AMERICA INC - Form 4

NEWS AMERICA INC
Form 4
September 10, 2001

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/ OMB APPROVAL /
/-----/
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/-----/

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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] 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
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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

News America Incorporated(1)

(Last)

(First)

(Middle)

1211 Avenue of the Americas

(Street)

New York, New York 10036

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol EchoStar Communications
Corp. (DSH)

3. I.R.S. Identification Number of Reporting Person, if an entity
(voluntary)

4. Statement for Month/Year 8/01

5. If Amendment, Date of Original (Month/Year)

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

___ Director ___ Officer ___X___ 10% Owner ___ Other
(give title below) (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person

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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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 a)		
			Code	V	Amount		(A) or (D)	Price
Class A Common Stock, par value \$.01 per share	8/30/01	S			8,000,000	D	\$28.00	18,021,168 (2)

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)	4. Transaction Code (Instr. 8)	
			Code	V

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Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exer- cisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Numbe of De ative Secur ities Bene- ficia Owned at En of Month (Inst
----- Date Expira- Exer- tion cisable Date	----- Title Amount or Number of		----- Shares

Explanation of Responses:

- (1) Pursuant to Instruction 4(b) (v), this Form 4 is filed jointly by all of the undersigned (collectively, the "Reporting Persons"), who may be deemed to be members of a "group" pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended. News America Incorporated ("NAI") has been designated to make the filing of this Form 4.

- (2) The 18,021,168 shares of Class A Common Stock of the issuer reported as beneficially owned are directly owned by NAI. The News Corporation Limited ("News Corporation"), as a person who may be deemed to control NAI, may also be deemed to indirectly beneficially own such shares. By virtue of ordinary shares of News Corporation owned by (i) Mr. K. Rupert Murdoch and members of his family, (ii) Cruden Investments Pty. Limited, a private Australian investment company owned by Mr. Murdoch, members of his family and certain charities, and (iii) corporations which are controlled by trustees of settlements and trusts set up for the benefit of the Murdoch family, certain charities and other persons, and Mr. Murdoch's positions as Chairman and Chief Executive of News Corporation, Mr. Murdoch may be deemed to control the operations of News Corporation, and may therefore be deemed to indirectly beneficially own such shares of NAI. The Reporting Persons, other than NAI, disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or any other purpose.

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NEWS AMERICA INCORPORATED

/s/ Arthur M. Siskind

September 10, 2001

**Signature of Reporting Person
Arthur M. Siskind
Senior Executive Vice President

Date

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

FORM 4 (continued)

Joint Filer Information

Name: The News Corporation Limited
Address: 2 Holt Street
Sydney, New South Wales 2010
Australia

Designated Filer: News America Incorporated
Date of Event Requiring Statement: 8/30/01
Issuer and Ticker or Trading Symbol: EchoStar Communications Corporation ("DISH")
Signature: THE NEWS CORPORATION LIMITED
By: /s/ Arthur M. Siskind

Name: Arthur M. Siskind
Title: Director

Name: K. Rupert Murdoch

Address: 10201 West Pico Boulevard
Los Angeles, CA 90035

Designated Filer: NEWS AMERICA INCORPORATED
Date of Event Requiring Statement: 8/30/01
Issuer and Ticker or Trading Symbol: EchoStar Communications Corporation ("DISH")
Signature:

*

K. Rupert Murdoch

*By: /s/ Arthur M. Siskind

Arthur M. Siskind
Attorney-in-Fact