

DEFRANCO JAMES
Form 4
May 28, 2010

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 *
DEFRANCO JAMES

(Last) (First) (Middle)

9601 SOUTH MERIDIAN BOULEVARD

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2010

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)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 05/26/2010 | | S ⁽¹⁾ | | 100,000 | D | \$ 20.96 <u>(2)</u> |
| Class A Common Stock | | | | | 2,673,028 | I | I ⁽³⁾ |
| Class A Common Stock | | | | | 1,905,059 | I | I ⁽⁴⁾ |
| Class A Common Stock | | | | | 50,000 | I | I ⁽⁵⁾ |

Stock

Class A
Common Stock 8,760 I I (6)

Class A
Common Stock 19,025 I I (7)

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEFRANCO JAMES 9601 SOUTH MERIDIAN BOULEVARD ENGLEWOOD, CO 80112 | X | | Executive Vice President | |

Signatures

/s/ James DeFranco, by Brandon E. Ehrhart, his Attorney in Fact

05/28/2010

__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 sale reported on this Form 4 was effected pursuant to a Rule 10B5-1 trading plan.

Based upon a weighted average purchase price. The shares reported in this transaction were sold at prices ranging between \$20.85 and

(2) \$21.01. Information regarding the number of shares purchased at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.

(3) The shares are held by the reporting person as a general partner of a limited partnership.

(4) The shares are held by the reporting person as a general partner of a different limited partnership.

(5) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's minor children and grandchildren. The reporting person disclaims beneficial ownership of the shares.

(6) The shares are being held by the reporting person as custodian for his minor children.

(7) By 401(k).

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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