

DISH Network CORP
Form 4
May 16, 2014

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 *
KELLY MICHAEL

(Last) (First) (Middle)

9601 S. MERIDIAN BLVD.

(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)
05/14/2014

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)
President - Blockbuster L.L.C.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/14/2014		S		26,388	D	
					\$ 60 (1)		
					6,219 (2)		
Class A Common Stock	05/14/2014		M		20,000	D	
					\$ 18		
					26,219 (2)		
Class A Common Stock	05/14/2014		M		60,000	D	
					\$ 20.3		
					86,219 (2)		
Class A Common	05/14/2014		S		84,916	D	
					\$ 60.22		
					1,303 (2) (4)		

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Stock						<u>(3)</u>			
Class A Common Stock	05/15/2014	S	3,500	D	<u>\$ 60</u> <u>(1)</u>	0	I	I	<u>(5)</u>
Class A Common Stock	05/15/2014	S	3,000	D	<u>\$ 60</u> <u>(1)</u>	0	I	I	<u>(6)</u>
Class A Common Stock						715	I	I	<u>(7)</u>

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

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(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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18	05/14/2014		M	20,000	<u>(8)</u>	12/31/2016	Class A Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 20.3	05/14/2014		M	60,000	<u>(9)</u>	06/30/2015	Class A Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

KELLY MICHAEL
9601 S. MERIDIAN BLVD.
ENGLEWOOD, CO 80112

President - Blockbuster L.L.C.

Signatures

/s/ Michael Kelly, by Brandon Ehrhart, his Attorney
in Fact

05/16/2014

__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).
 - Based upon a weighted average sales price. The shares reported in this transaction were sold at prices ranging between \$60.00 and
 - (1) \$60.01. Information regarding the number of shares sold 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.
 - (2) Includes shares acquired under the Company's Employee Stock Purchase Plan.
 - Based upon a weighted average sales price. The shares reported in this transaction were sold at prices ranging between \$60.00 and
 - (3) \$60.91. Information regarding the number of shares sold 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.
 - (4) Taking into account the transactions reported on this Form 4 and other transactions previously reported, the amount of securities directly beneficially owned by the reporting person is 1,303.
 - Gift to minor children who share the reporting person's household. The reporting person disclaims beneficial ownership of the securities
 - (5) held by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
 - (6) The shares were contributed by the reporting person to trusts for the benefit of the reporting person's children. The reporting person is the trustee for the trusts and retains investment and voting power over the trusts.
 - (7) By 401(k).
 - (8) The grant was subject to achievement of certain performance criteria on or before December 31, 2011 and certain portions of the grant vested based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.
 - (9) The options vested at the rate of 20% per year, commencing on June 30, 2006.

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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