

DEFRANCO JAMES

Form 4

November 19, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
11/15/2012

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)
Class A Common Stock	11/15/2012		M	100,000	A \$ 21.56	1,229,438	D
Class A Common Stock	11/15/2012		M	15,500	A \$ 21.07	1,244,938	D
Class A Common Stock	11/15/2012		S	115,500	D \$ 34.71 (1)	1,129,438	D
Class A Common	11/16/2012		M	84,500	A \$ 21.07	1,213,938	D

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Stock

Class A Common Stock	11/16/2012	S	84,500	D	\$ 35.18 (2)	1,129,438	D	
Class A Common Stock						1,250,000	I	I (3)
Class A Common Stock						1,905,059	I	I (4)
Class A Common Stock						50,000	I	I (5)
Class A Common Stock						12,160	I	I (6)
Class A Common Stock						19,370	I	I (7)

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 21.56	11/15/2012		M		100,000		<u>(8)</u>	06/30/2014	Class A Common Stock	100,000
Employee Stock Option	\$ 21.07	11/15/2012		M		15,500		<u>(9)</u>	06/30/2015	Class A Common Stock	15,500

(Right to
Buy)

Employee

Stock

Option \$ 21.07 11/16/2012

M

84,500

(9)

06/30/2015

Class A
Common
Stok

84,500

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

DEFRANCO JAMES

9601 SOUTH MERIDIAN BOULEVARD X

ENGLEWOOD, CO 80112

Executive Vice President

Signatures

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

11/19/2012

**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 sale price. The shares reported in this transaction were sold at prices ranging between \$34.70 and \$34.76.

- (1) 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.

Based upon a weighted average sale price. The shares reported in this transaction were sold at prices ranging between \$35.08 and \$35.24.

- (2) 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.

- (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).

- (8) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2005.

- (9) The shares underlying the option vest 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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