

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 *
VOGEL CARL E

(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)
01/01/2008

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)
 Senior Advisor

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 01/02/2008 | | J ⁽¹⁾ | V | 2,033 | A | \$ 0 2,033 | D |
| Class A Common Stock | 01/02/2008 | | J ⁽¹⁾ | V | 50 | A | \$ 0 50 | I I ⁽²⁾ |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 27.63 | 01/02/2008 | | A ⁽³⁾ | V 30,000 | ⁽⁴⁾ 09/30/2016 | Class A Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 27.63 | 01/02/2008 | | A ⁽³⁾ | V 60,000 | ⁽⁵⁾ 09/30/2016 | Class A Common Stock 60,000 |
| Restricted Stock Unit | ⁽⁶⁾ | 01/02/2008 | | A ⁽⁷⁾ | V 8,000 | ⁽⁸⁾ 09/30/2016 | Class A Common Stock 8,000 |
| Employee Stock Option (Right to Buy) | \$ 25.45 | 01/02/2008 | | A ⁽³⁾ | V 140,000 | ⁽⁹⁾ 06/30/2015 | Class A Common Stock 140,000 |
| Employee Stock Option (Right to Buy) | \$ 25.45 | 01/02/2008 | | A ⁽³⁾ | V 80,000 | ⁽¹⁰⁾ 06/30/2015 | Class A Common Stock 80,000 |
| Restricted Stock Unit | ⁽⁶⁾ | 01/02/2008 | | A ⁽⁷⁾ | V 12,000 | ⁽¹¹⁾ 06/30/2015 | Class A Common Stock 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| VOGEL CARL E 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112 | X | | | Senior Advisor |

Signatures

/s/ Carl E. Vogel, by Brandon Ehrhart, 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 shares were received in connection with a spin-off of EchoStar Communications Corporation's ("ECC") technology and certain infrastructure assets effective on January 1, 2008 (the "Spin-Off").
- (2) By 401(k).
- (3) 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.
- (4) 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.
- (6) Each unit converts upon vesting into one share of stock, which will be issued to the reporting person immediately upon vesting.
- (7) The restricted stock unit was issued in connection with the Spin-Off.
- (8) 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.
- (9) The shares underlying the option were 40% vested on the grant date and the remaining 60% vests at the rate of 20% per year, commencing on June 30, 2008.
- (10) The grant is subject to achievement of certain performance criteria and was 20% vested on the date of grant with the remaining 80% vesting at the rate of 10% per year commencing June 30, 2008 until June 30, 2009, and then at the rate of 20% per year thereafter.
- (11) The grant was 40% vested on the date of grant with the remaining 60% vesting at the rate of 20% per year commencing June 30, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.