

EHOSTAR COMMUNICATIONS CORP

Form 4

February 11, 2002

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 Ergen, Charles W.  
 5701 South Santa Fe Drive  
 Littleton, CO 80120  
 U.S.A.
2. Issuer Name and Ticker or Trading Symbol  
 Echostar Communications Corporation  
 DISH
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 1/22/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 (X) Director (X) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chief Executive Officer and President
7. Individual or Joint/Group Filing (Check Applicable Line)  
 (X) 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 | 2. Transaction Date | 3. Transaction Code | 4. Securities Acquired (A) or Disposed of (D) |            | 5. Amount of Securities Beneficially Owned at End of Month |
|----------------------|---------------------|---------------------|-----------------------------------------------|------------|------------------------------------------------------------|
|                      |                     |                     | Amount                                        | Price      |                                                            |
| Class A Common Stock | 1/22/02             | M                   | 59,649                                        | \$ 2.28625 | 960,902                                                    |
|                      |                     |                     |                                               |            | 4,800                                                      |
|                      |                     |                     |                                               |            | 17,825                                                     |
|                      |                     |                     |                                               |            | 511                                                        |
|                      |                     |                     |                                               |            | 110                                                        |

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Conversion or Exercise Date | 3. Transaction Code | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Percentage of Total Ownership |
|---------------------------------|--------------------------------|---------------------|----------------|--------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|----------------------------------|
|---------------------------------|--------------------------------|---------------------|----------------|--------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------|----------------------------------|

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|                                         | Price of  |         |        | posed of (D) | Day/Year)        |         |  |                          | Title and Number |  |
|-----------------------------------------|-----------|---------|--------|--------------|------------------|---------|--|--------------------------|------------------|--|
|                                         | Deriva-   |         |        |              | Date   Expir     |         |  |                          | of Shares        |  |
|                                         | tive      |         |        |              | A/  Exer-  ation |         |  |                          |                  |  |
|                                         | Secu-     |         |        |              | D   cisa-  Date  |         |  |                          |                  |  |
|                                         | rity      | Date    | Code V | Amount       | ble              |         |  |                          |                  |  |
| Employee Stock Option<br>(Right to Buy) | \$ 2.2862 | 1/22/02 | M      | V 59,649     | D   (5)          | 2/13/02 |  | Class A Comm<br>on Stock | 59,649           |  |

Explanation of Responses:

(1) The shares are held by the reporting person's spouse as custodian for the reporting person's minor children.

(2) During March 2000, the Company issued additional shares of Class A Common Stock to EchoStar Communications Corporation's 401(k) Employees' Savings Plan (the "Plan"). The reporting person and her spouse are the sole trustees of the Plan, which currently has approximately 1.5 million shares. The reporting person disclaims beneficial ownership of the shares in the Plan. The number of shares reported in column 2 represents the total number of shares allocated to the reporting person's account through the Plan to date. The reporting person has dispositive power, but no voting power with respect to the shares in his account.

(3) During March 2000, the Company issued additional shares of Class A Common Stock to EchoStar Communications Corporation's 401(k) Employees' Savings Plan (the "Plan"). The number of shares reported in column 2 represents the total number of shares allocated to the account of the reporting person's spouse through the Plan to date.

(4) The shares are in the name of the reporting person's spouse.

(5) The shares underlying the option vested at the rate of 20% per year, commencing on February 12, 1997.

SIGNATURE OF REPORTING PERSON

/s/ Charles W. Ergen

DATE

2/6/02