

ECHOSTAR CORP
Reported by
ERGEN THREE YEAR 2014 SATS GRAT

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/02/16 for the Period Ending 11/30/16

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Industry Communications & Networking
Sector Technology
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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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person * Ergen Three Year 2015 SATS GRAT (Last) (First) (Middle) 5701 S. SANTA FE DRIVE, (Street) LITTLETON, CO 80123 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol EchoStar CORP [SATS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Joint Filing Group |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/30/2016</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock | (1) | 11/30/2016 | | G (2) | V | 1995242 (2) | | (1) | (1) | Class A Common Stock | 1995242.0 | (1) | 7004758 | D (3)(4) | |
| Class B Common Stock | (5) | | | | | | | (5) | (5) | Class A Common Stock | 2680131.0 | | 2680131 | D (4)(6) | |

Explanation of Responses:

- (1) On November 30, 2015, Charles W. Ergen established a Grantor Retained Annuity Trust ("GRAT"), the Ergen Three-Year 2015 SATS GRAT (the "2015 GRAT"), and contributed a total of 9,000,000 Class B shares to the 2015 GRAT. The 2015 GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- (2) Pursuant to the terms of the 2015 GRAT, 1,995,242 Class B shares were distributed as an annuity to Mr. Ergen on November 30, 2016, with the 2015 GRAT retaining 7,004,758 Class B shares. The 2015 GRAT expires in accordance with its terms on November 30, 2018.
- (3) These securities are owned directly by the 2015 GRAT.
- (4) There is no formal agreement to vote or dispose of the shares owned by each GRAT in a particular manner, except that the trust agreement for each GRAT contains an irrevocable provision that provides that the trustee will not dispose of any shares of the issuer held by the GRAT unless a Change of Control Event (as defined in Item 6 of the GRATs' Schedule 13D/A filed on December 1, 2016) occurs. The dispositive and voting power of the shares held by each of the GRATs is independent of each other, except to the extent that Mr. William R. Gouger is the trustee of each of the GRATs and in that respect is able to control the disposition and voting of the shares of Class B Common Stock owned by each such GRAT.
- (5) On May 30, 2014, Charles W. Ergen established a Grantor Retained Annuity Trust ("GRAT"), the Ergen Three-Year 2014 SATS GRAT (the "2014 GRAT"), and contributed 10,000,000 Class B shares to the 2014 GRAT. The 2014 GRAT may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.
- (6) These securities are owned directly by the 2014 GRAT.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ergen Three Year 2015 SATS GRAT | | | | |

| | | | | |
|--|--|---|--|--------------------|
| 5701 S. SANTA FE DRIVE LITTLETON, CO 80123 | | X | | Joint Filing Group |
| ERGEN THREE YEAR 2014 SATS GRAT 5701 S. SANTA FE DRIVE LITTLETON, CO 80123 | | | | Joint Filing Group |

Signatures

/s/ William R. Gouger, Trustee of the Ergen Three-Year 2015 SATS GRAT, by Joseph Turitz, his Attorney-in-Fact

12/2/2016

^{**}Signature of Reporting Person

Date

/s/ William R. Gouger, Trustee of the Ergen Three-Year 2014 SATS GRAT, by Joseph Turitz, his Attorney-in-Fact

12/2/2016

^{**}Signature of Reporting Person

Date

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

* 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).

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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