

EchoStar Holding CORP
 Form 4
 January 07, 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 *
 Orlolf Tom A

(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)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 01/01/2008 | | J ⁽¹⁾ | V | 40 | A | \$ 0 | 40 | I | I ⁽²⁾ |
| Class A Common Stock | 01/01/2008 | | J ⁽¹⁾ | V | 12,200 | A | \$ 0 | 12,200 | I | I ⁽³⁾ |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Employee Director Stock Option | \$ 36.6 | 01/02/2008 | | A ⁽⁴⁾ V | 1,000 | ⁽⁵⁾ 06/30/2012 | Class A Common Stock | 1,000 |
| Non-Employee Director Stock Option | \$ 26 | 01/02/2008 | | A ⁽⁴⁾ V | 1,000 | ⁽⁵⁾ 06/30/2011 | Class A Common Stock | 1,000 |
| Non-Employee Director Stock Option | \$ 22.94 | 01/02/2008 | | A ⁽⁴⁾ V | 8,000 | ⁽⁵⁾ 06/30/2010 | Class A Common Stock | 8,000 |
| Non-Employee Director Stock Option | \$ 25.45 | 01/02/2008 | | A ⁽⁴⁾ V | 2,000 | ⁽⁵⁾ 06/30/2010 | Class A Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ortolf Tom A 90 INVERNESS CIRCLE EAST ENGLEWOOD, CO 80112 | | | X | |

Signatures

/s/ Tom A. Ortolf, by James Gorman, 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").

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- (2) The shares are held by the reporting person's son who has sole voting and investment control over the shares. The reporting person disclaims beneficial ownership of the shares.
- (3) By partnership. The reporting person is a partner of the partnership that owns the reported securities.
- (4) 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.
- (5) The shares underlying the option were 100% vested upon the date of grant.

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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