

DISH Network CORP  
Form 4  
May 12, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DEF FRANCO JAMES**

(Last) (First) (Middle)  
**9601 S. MERIDIAN BLVD.**  
  
(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)  
**05/08/2014**

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) |                          |                          |                  |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|--------------------------|------------------|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |   |                          |                          |                  |  |
| Class A Common Stock            | 05/08/2014                           |  | M <sup>(1)</sup>               |   | 6,000 <sup>(1)</sup>  | A  | 2   | 1,135,438 <sup>(3)</sup> | D                        |                  |  |
| Class A Common Stock            | 05/08/2014                           |  | F <sup>(4)</sup>               |   | 1,909 <sup>(4)</sup>  | D  | \$  | 62.66                    | 1,133,529 <sup>(3)</sup> | D                |  |
| Class A Common Stock            |                                      |  |                                |   |   |  |   | 1,250,000                | I                        | I <sup>(5)</sup> |  |
| Class A Common Stock            |                                      |  |                                |   |   |  |   | 1,905,059                | I                        | I <sup>(6)</sup> |  |

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|                            |  |  |  |        |   |              |
|----------------------------|--|--|--|--------|---|--------------|
| Stock                      |  |  |  |        |   |              |
| Class A<br>Common<br>Stock |  |  |  | 50,000 | I | I <u>(7)</u> |
| Class A<br>Common<br>Stock |  |  |  | 12,160 | I | I <u>(8)</u> |
| Class A<br>Common<br>Stock |  |  |  | 19,549 | I | I <u>(9)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 or Number of Shares |
| Restricted Stock Units                     | <u>(2)</u>   | 05/08/2014                           |  | <u>M</u> <sup>(1)</sup>        | 6,000<br><u>(1)</u>   | 05/08/2014 <sup>(1)</sup>                                | 01/01/2023  | Class A Common Stock | 6,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| DEFRANCO JAMES<br>9601 S. MERIDIAN BLVD.<br>ENGLEWOOD, CO 80112 | X             |           | Executive Vice President |       |

## Signatures

/s/ James DeFranco, by Brandon Ehrhart his Attorney  
in Fact

05/12/2014

\_\_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) Pursuant to the terms of the reporting person's restricted stock unit agreement, 6,000 restricted stock units vested on May 8, 2014.
- (2) Each restricted stock unit converts into one share of stock upon vesting, which is issued to the reporting person immediately upon vesting.
- (3) Includes shares aquired under the Company's Employee Stock Purchase Plan.
- (4) Represents shares withheld to cover certain tax obligations in connection with the vested restricted stock units listed in Table II.
- (5) The shares are held by the reporting person as a general partner of a limited partnership.
- (6) The shares are held by the reporting person as a general partner of a different limited partnership.
- (7) 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.
- (8) The shares are being held by the reporting person as custodian for his minor children.
- (9) By 401(k).

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.