

EHOSTAR COMMUNICATIONS CORP

Form SC 13D/A

November 13, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ECHOSTAR COMMUNICATIONS CORPORATION

(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

278762109

(CUSIP Number)

David K. Moskowitz

Executive Vice President, General Counsel and Corporate Secretary

EchoStar Communications Corporation

9601 S. Meridian Blvd.

Englewood, Colorado 80112

(303) 723-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 9, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

1 of 5

CUSIP No. 278762109

NAMES OF REPORTING PERSONS:

Charles W. Ergen

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

U.S.A.

SOLE VOTING POWER:

7

199,404,687 VOTING SHARES (1)
700,000 SIXTY DAY SHARES (2)
1,158 OTHER SHARES (3)

NUMBER OF

SHARES

SHARED VOTING POWER:

8

BENEFICIALLY
OWNED BY

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER:
199,404,687 VOTING SHARES (1)
700,000 SIXTY DAY SHARES (2)
1,158 OTHER SHARES (3)

WITH
10

SHARED DISPOSITIVE POWER:

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
200,105,844

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES *
o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
Approximately 49.3% (4)

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

(1) Voting Shares include all shares of Class A Common Stock (Class A Common Stock) and Class B Common Stock (Class B Common Stock) of EchoStar Communications Corporation (EchoStar) of which Mr. Ergen is the sole beneficial owner. The shares of Class B Common Stock are convertible into shares of Class A Common Stock on a one-for-one basis at any time. The Voting Shares represent: (i) 214,027 shares of Class A Common Stock owned beneficially directly by Mr. Ergen; (ii) 18,411 shares of Class A Common Stock owned beneficially indirectly by Mr. Ergen in EchoStar's 401(k) Employee Savings Plan; (iii) 16,800 shares of Class A Common Stock owned beneficially by Mr. Ergen as custodian for his minor children; (iv) 350,000 shares of Class A Common Stock held as trustee; and (v) 198,805,449 shares of Class B Common Stock owned beneficially directly by Mr. Ergen.

(2) Sixty Day Shares are shares of Class A Common Stock deemed to be owned beneficially under Rule 13d-3(d)(1) because Mr. Ergen has the right to acquire beneficial ownership of such shares within 60 days of the date hereof. Upon acquisition by Mr. Ergen, these shares will become Voting Shares.

(3) Other Shares represent (i) 235 shares of Class A Common Stock owned beneficially by Mr. Ergen's spouse Cantey Ergen; and (ii) 923 shares of Class A Common Stock owned beneficially in Mrs. Ergen's 401(k) Plan.

(4) Based on 206,559,116 shares of Class A Common Stock outstanding on October 31, 2006 and assuming conversion of the shares of Class B Common Stock held by the Reporting Person into Class A Common Stock. Because such Class B Common Stock is convertible on a one-for-one basis into Class A Common Stock, assuming conversion of all shares of outstanding Class B Common Stock into Class A Common Stock, the percentage of the Class A Common Stock that the Reporting Person may be deemed to own beneficially would be approximately 45.0%. Because each share of Class B Common Stock is entitled to 10 votes per share, the Reporting Person owns beneficially equity securities of the Company representing approximately 76.8% of the voting power of the Company (assuming no conversion of the Class B Common Stock).

ITEM 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

During the fourth quarter of each year, Mr. Ergen receives an annuity amount from each of the GRATs under the trust agreements governing the GRATs, assuming that the particular GRAT has not yet expired. The number of shares of Class B Common Stock to be distributed as an annuity payment is based in part on the price of the stock on the distribution date and therefore cannot be calculated until the date of distribution. On November 9, 2006, GRAT #1 distributed 4,362,261 shares of Class B Common Stock to Mr. Ergen as an annuity payment. On November 9, 2006, GRAT #2 distributed 2,710,266 shares of Class B Common Stock to Mr. Ergen as an annuity payment. On November 9, 2006, GRAT #3 distributed 1,891,568 shares of Class B Common Stock to Mr. Ergen as an annuity payment. On November 9, 2006, GRAT #4 distributed 1,406,146 shares of Class B Common Stock to Mr. Ergen as an annuity payment.

ITEM 5. Interest in Securities of the Issuer.

Item 5 is amended and restated as follows:

(a) and (b) Mr. Ergen beneficially owns securities convertible into or exercisable for 200,105,845 shares of Class A Common Stock representing 49.3% of the class after giving effect to conversion and exercise of all derivative securities held by Mr. Ergen. Such shares include: (i) 214,027 shares of Class A Common Stock; (ii) 18,411 shares of Class A Common Stock held in EchoStar's 401(k) Employee Savings Plan (the "401(k) Plan"); (iii) the right to acquire 700,000 shares of Class A Common Stock within 60 days upon the exercise of employee stock options; (iv) 235 shares of Class A Common Stock held by Mr. Ergen's spouse, Cantey Ergen; (v) 923 Class A Shares held in the 401(k) Plan by Mrs. Ergen; (vi) 16,800 shares of Class A Common Stock held as custodian for Mr. Ergen's children; (vii) 350,000 shares of Class A Common Stock held as a trustee; and (viii) 198,805,449 Class A Shares issuable upon conversion of Mr. Ergen's shares of Class B Common Stock. Mr. Ergen has sole voting power with respect to 200,105,845 shares and holds sole dispositive power with respect to 199,405,845 shares.

(c) Except as set forth herein, Mr. Ergen does not have beneficial ownership of, and has not engaged in any transaction during the past 60 days in, any shares of Class A Common Stock.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CHARLES W. ERGEN

Dated: November 13, 2006

/s/ Charles W. Ergen

Charles W. Ergen

**Attention: Intentional misstatements or omissions of fact
constitutes Federal criminal violations (See 18 U.S.C. 1001)**

5 of 5