

DISH Network CORP
Form 4
February 25, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEFRANCO 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)

02/23/2015

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	(A) or (D)	Price			
Class A Common Stock	02/23/2015		M ⁽¹⁾		50,000	A	\$ 6.32	1,183,529	D	
Class A Common Stock	02/23/2015		S ⁽¹⁾		50,000	D	\$ 79.4	1,133,529	D	
Class A Common Stock								1,250,000	I	I ⁽²⁾
Class A Common								1,905,059	I	I ⁽³⁾

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Stock

Class A

Common

Stock

50,000

I

I ⁽⁴⁾

Class A

Common

Stock

12,160

I

I ⁽⁵⁾

Class A

Common

Stock

19,549

I

I ⁽⁶⁾

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

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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
Employee Stock Option (Right to Buy)	\$ 6.32	02/23/2015		M ⁽¹⁾		50,000		⁽⁷⁾	03/31/2017	Class A Common Stock	50,000

Reporting Owners

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

Signatures

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

02/25/2015

__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 transactions reported on this Form 4 were effected pursuant to a Rule 10B5-1 trading plan.
- (2) The shares are held by the reporting person as a general partner of a limited partnership.
- (3) The shares are held by the reporting person as a general partner of a different limited partnership.
- (4) The shares are held by the reporting person in an irrevocable trust for the benefit of the reporting person's children and grandchildren. The reporting person disclaims beneficial ownership of the shares.
- (5) The shares are being held by the reporting person as custodian for his children.
- (6) By 401(k).
- (7) The grant is subject to achievement of certain performance criteria prior to December 31, 2015 and will vest based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.

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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