

SCHAVER STEVEN B
Form 4
December 02, 2004

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 *
SCHAVER STEVEN B

2. Issuer Name and Ticker or Trading Symbol
ECHOSTAR COMMUNICATIONS CORP [DISH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
9601 S. MERIDIAN BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - EIC

ENGLEWOOD, CO 80112

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Price		
Class A Common Stock	12/01/2004		M		45,865 A \$ 6	76,215	D
Class A Common Stock	12/01/2004		M		128,000 A \$ 6	204,215	D
Class A Common Stock	12/01/2004		S		173,865 D \$ 34.05	30,350	D
Class A Common						16,294	I I ⁽¹⁾

Stock

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 6	12/01/2004		M	45,865	<u>(2)</u> 03/31/2009	Class A Common Stock 45,865
Employee Stock Option (Right to Buy)	\$ 6	12/01/2004		M	128,000	<u>(2)</u> 03/31/2009	Class A Common Stock 128,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAVER STEVEN B 9601 S. MERIDIAN BOULEVARD ENGLEWOOD, CO 80112			President - EIC	

Signatures

Steven B.
Schaver 12/02/2004

**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) By 401(k).

(2) The shares underlying the option vest at the rate of 20% per year, commencing on March 31, 2000.

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.

Douglas M. Firstenberg has been a member of our Board of Trustees since February 2007. Mr. Firstenberg is a founding principal of Stonebridge Associates, Inc., a real estate development and advisory firm created in 1993, where he focuses on strategic planning and development projects with a primary role in major transaction negotiation. He has over 25 years of real estate investment and development experience, including construction and land development of in excess of four million square feet and more than \$1.5 billion in value. Mr. Firstenberg is a member of the Board of Directors of the Montgomery College Foundation, the Duke Club of Washington and the NoMA Business Improvement District.

Steven D. Kesler has been a member of our Board of Trustees since September 1998. Since 2006, Mr. Kesler has served as Chief Financial Officer for CRP (Chesapeake Realty Partners) Operations, LLC, a private office that is actively engaged in the development of residential land and the construction and operation of commercial properties and residential rental communities. He served as a Managing Director of The Casey Group, a regional consulting firm that helps clients find solutions to operating and financial management issues from 2005 to 2006. Mr. Kesler also served as the Chief Executive Officer and/or President of Constellation Investments, Inc. from 1988 and the Chief Executive Officer and President of Constellation Real Estate, Inc. and Constellation Health Services, Inc. from 1998 until his retirement in 2003; all of these entities were wholly-owned indirect subsidiaries of Constellation Energy Group. In these roles, Mr. Kesler managed a corporate investment entity, Constellation Energy Group's pension plan and nuclear decommissioning trust, a portfolio of real estate assets and a portfolio of assisted living facilities. Mr. Kesler previously served as a Director on the board of Atapco, Inc., a private real estate and investment company.

Kenneth S. Sweet, Jr. has been a member of our Board of Trustees since October 1997. Mr. Sweet has been Managing Partner and Chairman of Gordon Stuart Associates, a venture capital investment firm, since 1996. Mr. Sweet was Chairman of GSA Management, LLC and Managing Director of GS Capital, LP, a venture capital and real estate partnership that he founded, from 1994 to 2004. In 1971, Mr. Sweet founded K.S. Sweet Associates, which developed and managed over one billion dollars in real estate assets. From 1957 to 1971 he was with The Fidelity Mutual Life Insurance Company, serving as Financial Vice President and Chief Investment Officer from 1965 to 1971. Mr. Sweet served as a Director, Chairman of the Real Estate Committee and a member of the Finance Committee of Main Line Health until 2006. He is also the Chairman of the Bryn Mawr Hospital Foundation, Chairman of Main Line Health Real Estate Investment & Partnership (a real estate partnership between The Lankenau Foundation and Main Line Health), Trustee of the Eisenhower Fellowship and director of the National Center for the American Revolution.

Kenneth D. Wethe has been a member of our Board of Trustees since January 1990. Since 1988, Mr. Wethe has been the owner and principal officer of Wethe & Associates, a Dallas-based firm providing independent risk management, insurance and employee benefit services to school districts and governmental agencies. Mr. Wethe has over 27 years of experience in the group insurance and employee benefits area. Mr. Wethe is a licensed CPA.

How do we determine whether our Trustees are independent?

We believe that in order for our Board of Trustees to effectively serve in its capacity, it is important, and the New York Stock Exchange mandates, that at least a majority of our Trustees be independent as defined by the applicable rules of the New York Stock Exchange. Therefore, we require that a substantial majority of the Board of Trustees be independent, as so defined. No Trustee will be considered independent unless the Board affirmatively determines that the Trustee has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The following per se exclusions apply to the determination of Trustee independence: a Trustee will not be deemed independent until three years after the end of any of the following relationships or situations: (1) the Trustee is employed by the Company or a member of his/her immediate family is an executive officer of the Company; (2) the Trustee or a member of his/her immediate family who is an executive officer of the Company receives, in any year, more than \$100,000 in direct compensation from the Company (other than Trustee and committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent on continued service); (3) the Trustee is employed by or affiliated with, or a member of the Trustee's immediate family is employed by or affiliated with, the Company's present or former internal auditors or outside independent registered public accounting firm serving as the Company's auditors; (4) the Trustee or a member of his/her immediate family is employed as an executive officer of another entity of which any of the Company's then-current executive officers serves on that other entity's compensation committee; or (5) the Trustee is an executive officer or an employee, or a member of his/her immediate family is an executive officer, of another company that makes payments to or receives payments from the Company for property or services in an amount which, in any year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Are our Trustees independent of Corporate Office Properties Trust?

The Board of Trustees has determined that each of our Trustees meet the independence guidelines described above except for Clay W. Hamlin, III, who was our Chief Executive Officer until April 1, 2005 and has served under a three-year consulting agreement described below that expired on March 31, 2008, and Randall M. Griffin, our current President and Chief Executive Officer.

What is our policy regarding Trustee attendance at regularly scheduled meetings of the Board of Trustees and annual meetings of shareholders?

The Board of Trustees holds a minimum of four regularly scheduled meetings per year, including the annual meetings of the Board held in conjunction with our annual meetings of shareholders. Trustees are expected to attend all regularly scheduled meetings and to have reviewed, prior to the meetings, all written meeting materials distributed to them in advance. Trustees are expected to be physically present at all regularly scheduled meetings, and a Trustee who is unable to attend a meeting is expected to notify the Chairman of the Board of Trustees in advance of such meeting. If a Trustee attends a regularly scheduled meeting by telephone for the entire meeting, such Trustee shall be deemed to have attended the meeting for the purposes of determining whether a quorum exists and for voting purposes. However, a Trustee may not send a representative with a proxy to vote on his or her behalf if such Trustee is not able to attend a scheduled meeting, either in person or by telephone.

Trustees are expected to be present at our annual meetings of shareholders. All but one of our Trustees attended the 2007 Annual Meeting of Shareholders.

What is our policy regarding meetings of non-management Trustees?

The non-management Trustees of the Board meet in executive session at least one time per year without any Management Trustees or any other members of the Company's management present. The

chairperson of the Nominating and Corporate Governance Committee presides at the executive sessions. The non-management Trustees may meet in executive session at any time to consider issues that they deem important to address without management present.

How are the Trustees compensated?

Employee Trustees receive no compensation, other than their normal salary, for serving on the Board of Trustees or its committees.

Non-employee Trustees receive the following:

Fees set forth below:

Annual trustee fee	\$ 35,000
Annual committee chairman fee	
Audit	10,000
Compensation	7,000
Investment	8,500
Nominating and Corporate Governance	5,000
Board meeting fee	1,000
Committee meeting fee	1,000

Reimbursement for out-of-pocket expenses, such as travel and lodging costs incurred in connection with meeting attendance; and

Annual grants of options to purchase 5,000 common shares with an exercise price equal to the fair market value of the common shares on the date of grant. These options are exercisable beginning one year from the date of grant and expire ten years after the date of grant.

Effective April 1, 2005, we entered into a three-year consulting agreement with Clay W. Hamlin, III, under which he agreed to provide services commensurate with his experience with respect to matters requested from time to time that may include, but not be limited to, acquisitions and strategic initiatives. Under the terms of the consulting agreement, Mr. Hamlin received a fee of \$250,000 per year. During the term of the consulting agreement, we agreed to provide Mr. Hamlin with office facilities and administrative support services expected to cost an aggregate of approximately \$150,000 per year. During the term of the consulting agreement, Mr. Hamlin also received a health insurance allowance of \$23,520 per year, an auto allowance of \$12,000 per year and an allowance for personal financial planning and income tax preparation totaling up to \$8,500 per year. Mr. Hamlin's consulting agreement expired on March 31, 2008.

The table below sets forth the total amounts of compensation earned by our non-employee Trustees during 2007.

Name of Trustee	Fees Earned (Paid in Cash)(1)	Option Awards(2)	All Other Compensation(3)	Total
Thomas F. Brady	\$ 47,750	\$ 41,594		\$ 89,344
Robert L. Denton	44,750	41,594		86,344
Douglas M. Firstenberg	44,750	26,017		70,767
Clay W. Hamlin, III	46,750	41,594	440,507	528,851
Steven D. Kesler	51,750	41,594		93,344
Jay H. Shidler	62,250	41,594		103,844
Kenneth S. Sweet, Jr.	50,750	41,594		92,344
Kenneth D. Wethe	61,750	41,594		103,344

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(1)

This column reports the amount of cash compensation earned in 2007 for Board and committee service.

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- (2) Represents expense recognized under Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment" ("SFAS 123(R)") relating to awards of options to purchase common shares ("options"), as adjusted to exclude the effect of reductions for estimated forfeitures related to service-based vesting conditions. See Notes 2 and 12 to our consolidated financial statements included in our Annual Report to Shareholders for the year ended December 31, 2007 for additional information regarding options, including assumptions made in determining values for the options. At December 31, 2007, the aggregate number of options to non-employee Trustees outstanding was: Mr. Brady: 30,000 options; Mr. Denton: 10,000 options; Mr. Firstenberg: 5,000 options; Mr. Hamlin: 15,000 options; Mr. Kesler: 45,000 options; Mr. Shidler: 10,000 options; Mr. Sweet: 30,000 options; and Mr. Wethe: 15,000 options. The grant-date fair value under SFAS 123(R) of options granted to the non-employee Trustees in 2007 was \$8.33 per share.
- (3) Reflects compensation paid under the consulting agreement with Mr. Hamlin described above, and consists specifically of the following: \$250,000 for a consulting fee; \$146,487 for office facilities and administrative support; \$23,520 for a health insurance allowance; \$12,000 for an auto allowance; and \$8,500 for an allowance for personal financial planning and income tax preparation.

What are the current committees of our Board of Trustees?

The Board of Trustees currently has four committees: (1) the Audit Committee; (2) the Nominating and Corporate Governance Committee; (3) the Investment Committee; and (4) the Compensation Committee. Descriptions of these committees are set forth below:

The Audit Committee oversees the following:

the integrity of the Company's financial statements and other financial information provided by the Company to its shareholders and the investment community;

the Company's compliance with legal and regulatory requirements and ethical behavior;

the retention of the Company's independent registered public accounting firm, including oversight of their performance, qualifications and independence, and approval of audit and non-audit services; and

the Company's accounting and financial reporting processes, internal control systems and internal audit function.

The Committee also provides an avenue for communication among the Company's independent registered public accounting firm, internal auditors, management and the Board of Trustees. All members are independent non-employee Trustees. The practices of the Audit Committee are outlined in the Committee's charter, which is available in the investor relations section of our Internet website in the subsection entitled "Corporate Governance." The Committee's charter is also available in print to any shareholder upon request. To the extent modifications are made to the Committee's charter, such modifications will be reflected on our Internet website.

The Nominating and Corporate Governance Committee serves the following purposes:

recommends to the Board of Trustees the structure and operations of the Board of Trustees;

identifies individuals qualified to serve as Trustees and recommends that the Board of Trustees select the Trustee nominees identified by the Committee for election at the next annual meeting of shareholders;

recommends to the Board of Trustees the responsibilities of each Board of Trustees committee, the structure and operation of each committee and the Trustee nominees for assignment to each committee;

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oversees the Board of Trustees' annual evaluation of its performance and the performance of other Board committees; and

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develops and recommends to the Board of Trustees for adoption a set of Corporate Governance Guidelines applicable to the Company and periodically reviews the same.

All members are independent, non-employee Trustees. The practices of the Nominating and Corporate Governance Committee are outlined in the Committee's charter, which is available in the investor relations section of our Internet website in the subsection entitled "Corporate Governance." The Committee's charter is also available in print to any shareholder upon request. To the extent modifications are made to the Committee's charter, such modifications will be reflected on our Internet website.

The Investment Committee approves all of our investments, acquisitions, dispositions and borrowings that are individually in excess of \$5.0 million, or are in the aggregate in excess of \$25.0 million in any one calendar year. Investments of greater than \$50 million must also be approved by the full Board of Trustees.

The Compensation Committee administers executive compensation programs, policies and practices. The Compensation Committee also recommends executive compensation to the Board of Trustees and administers our executive incentive plans. All members are independent non-employee Trustees. The practices of the Compensation Committee are outlined in the Committee's charter, which is available in the investor relations section of our Internet website in the subsection entitled "Corporate Governance." The Committee's charter is also available in print to any shareholder upon request. To the extent modifications are made to the Committee's charter, such modifications will be reflected on our Internet website.

The committees on which Trustees served and the number of meetings held during 2007 are set forth below.

Board Member	Audit	Nominating and Corporate Governance	Investment	Compensation
Jay H. Shidler		C	C	
Clay W. Hamlin, III			X	
Thomas F. Brady				C
Robert L. Denton	X	X		
Douglas M. Firstenberg			X	X
Steven D. Kesler	X		X	
Kenneth S. Sweet, Jr.		X	X	X
Kenneth D. Wethe	C		X	
Meetings Held in 2007	10	2	8	7

C
= Chairman of the Committee.

X
= Member of the Committee.

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During 2007, the Board of Trustees held four quarterly meetings and five special meetings. Each incumbent Trustee who served as a Trustee in 2007 attended at least 75% of the aggregate of the meetings of the Board of Trustees and meetings held by all committees on which such Trustee served during the time such Trustee served.

How are our Trustees nominated?

The Nominating and Corporate Governance Committee of the Board of Trustees is responsible for recommending nominations to the Board of Trustees and shareholders. In arriving at nominations, the Nominating and Corporate Governance Committee reviews with the Board of Trustees on an annual basis the size, function, and needs of the Board of Trustees and, in doing so, takes into account the principle that the Board of Trustees as a whole should have competency in the following areas: (1) industry knowledge; (2) accounting and finance; (3) business judgment; (4) management; (5) leadership; (6) public real estate investment trusts ("REITs") and commercial real estate business; (7) business strategy; (8) crisis management; (9) corporate governance; and (10) risk management. The Board of Trustees also seeks members from diverse backgrounds so that the Board of Trustees consists of members with a broad spectrum of experience and expertise and with a reputation for integrity and ethical behavior. Trustees should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated, and be selected based upon contributions that they can make to the Company. In determining whether to recommend a Trustee for re-election, the Nominating and Corporate Governance Committee also considers the Trustee's past attendance at meetings and participation in and contributions to the activities of the Board of Trustees and committees of the Board of Trustees on which he or she served.

The Nominating and Corporate Governance Committee has a policy regarding consideration of shareholder recommendations for Trustee nominees, which is set forth below:

The Committee considers nominees recommended by the Company's common shareholders using the same criteria it employs in identifying its own nominees. Any shareholder wishing to make a recommendation should send the following information to the Chairman of the Nominating and Corporate Governance Committee, care of Karen M. Singer, Senior Vice President, General Counsel and Secretary, at our mailing address set forth on the first page of this proxy statement, no later than the date that is 120 days prior to the one-year anniversary of the date of the mailing of the Company's proxy statement for its most recent annual meeting of shareholders:

the name of the candidate and the information about the individual that would be required to be included in a proxy statement under the rules of the Securities and Exchange Commission;

information about the relationship between the candidate and the nominating shareholder;

the consent of the candidate to serve as a Trustee;

proof of the number of shares of the Company's common shares that the nominating shareholder owns and the length of time the shares have been owned; and

a separate statement of the candidate's qualifications relating to the Board of Trustees' membership criteria.

**Proposal 2 Amendment to Amended and Restated Declaration of Trust
Eliminating the Classification of the Board of Trustees**

The Board of Trustees has unanimously adopted, and now recommends for your approval, a proposal to amend Article V, Section 5.2 of our Amended and Restated Declaration of Trust to eliminate the classification of our Board of Trustees. Article V, Section 5.2 of our Amended and Restated Declaration of Trust currently provides for the classification of our Board of Trustees into three classes and, at each annual meeting of shareholders, the members of one class are elected to three-year terms as Trustees.

If the proposed amendment to the Amended and Restated Declaration of Trust is approved by our shareholders, the classification of the Board of Trustees will be eliminated, the current term of office of each Trustee, including those elected at this Annual Meeting, will end at the 2009 Annual Meeting of

Shareholders and Trustees will thereafter be elected for one-year terms at each annual meeting of shareholders. Furthermore, any Trustee chosen as a result of a newly created Trusteeship or to fill a vacancy on the Board of Trustees will hold office until the next annual meeting of shareholders.

If the proposed amendment to the Amended and Restated Declaration of Trust is not approved by shareholders, the Board of Trustees will remain classified, and the two Trustees elected at this Annual Meeting will each serve until the 2011 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified, subject to their earlier retirement, resignation, disqualification, removal or death. All other Trustees will continue in office for the remainder of their full three-year terms and until their successors are duly elected and qualified, subject to their earlier retirement, resignation, disqualification, removal or death.

The classified Board of Trustees structure has been in place since 1998. The Board of Trustees believes that the classified Board structure has provided us with certain advantages, including continuity and stability in the Board of Trustee's leadership and policies. We believe that this structure has facilitated long-term planning and enhanced the ability of the Board of Trustees to implement business strategies. On the other hand, some institutional and other investors believe that classified boards have the effect of insulating Directors/Trustees from the company's shareholders by making it more difficult for shareholders to change a majority of Directors/Trustees even where a majority of the shareholders are dissatisfied with the performance of incumbent Directors/Trustees, and several major corporations have determined that, regardless of the merits of a classified board in deterring coercive takeover attempts, under current corporate governance trends, it is advisable that all Directors/Trustees of a company be elected annually. They believe that the election of Directors/Trustees is the primary means for shareholders to influence corporate governance policies and to hold management accountable for implementing these policies.

The Board has carefully examined these perspectives, in light of our size and financial strength, and, in consultation with internal and outside advisors, determined that the classification of the Board should be eliminated. The proposed amendments will allow shareholders to review and express their opinions on the performance of all Trustees each year rather than over a three-year period. Because there is no limit to the number of terms an individual may serve, we do not believe that the continuity and stability of the Board's membership and our policies and long-term strategic planning will be affected.

The text of the proposed amendments to the Amended and Restated Declaration of Trust is attached as Annex A to this proxy statement.

If approved by shareholders, the proposed amendment to the Amended and Restated Declaration of Trust will be effective when we file a Certificate of Amendment to the Amended and Restated Declaration of Trust, which includes the amendments to the Amended and Restated Declaration of Trust approved by shareholders, with the State of Maryland Department of Assessments and Taxation.

Vote Required. If a quorum is present at the Annual Meeting, a vote of two-thirds of all of the common shares outstanding and entitled to vote at the Annual Meeting will be required to approve the proposal to amend the Amended and Restated Declaration of Trust to eliminate the classification of the Board of Trustees. Abstentions and broker non-votes will have the same effect as a vote against the proposal.

The Board of Trustees recommends a vote "FOR" approval of the Amendment to the Amended and Restated Declaration of Trust to eliminate the classification of our Board of Trustees. Proxies solicited by the Board of Trustees will be voted for the proposal unless instructions to the contrary are given.

Our Executive Officers