

DISH Network CORP  
Form 4  
December 01, 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 \*  
**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)  
**11/26/2014**

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  | (A) or (D)   | Price   |   |
| Class A Common Stock            | 11/26/2014                           |  | M <sup>(1)</sup>               |   | 50,000  | A  | \$ 6.32 1,183,529                                     | D |
| Class A Common Stock            | 11/26/2014                           |  | S <sup>(1)</sup>               |   | 50,000  | D  | \$ 77.4 1,133,529                                     | D |
| Class A Common Stock            | 11/28/2014                           |  | M <sup>(1)</sup>               |   | 50,000  | A  | \$ 6.32 1,183,529                                     | D |
| Class A Common                  | 11/28/2014                           |  | S <sup>(1)</sup>               |   | 50,000  | D  | \$ 78.42 1,133,529                                    | D |

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| Stock                      | (2) |           |   |       |
|----------------------------|-----|-----------|---|-------|
| Class A<br>Common<br>Stock |     | 1,250,000 | I | I (3) |
| Class A<br>Common<br>Stock |     | 1,905,059 | I | I (4) |
| Class A<br>Common<br>Stock |     | 50,000    | I | I (5) |
| Class A<br>Common<br>Stock |     | 12,160    | I | I (6) |
| Class A<br>Common<br>Stock |     | 19,549    | I | I (7) |

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 6.32  | 11/26/2014                           |  | M(1)                           | 50,000  | (8) 03/31/2017   | Class A Common Stock  | 50,000                     |  |
| Employee Stock Option (Right to Buy)       | \$ 6.32  | 11/28/2014                           |  | M(1)                           | 50,000  | (8) 03/31/2017   | Class A Common Stock  | 50,000                     |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| DEF FRANCO 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

12/01/2014

\_\_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) The transactions reported on this Form 4 were effected pursuant to a Rule 10B5-1 trading plan.  
Based upon a weighted average sale price. The shares reported in this transaction were sold at prices ranging between \$78.40 and \$78.43.
- (2) Information regarding the number of shares sold at each separate price will be made available upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer.
- (3) The shares are held by the reporting person as a general partner of a limited partnership.
- (4) The shares are held by the reporting person as a general partner of a different limited partnership.
- (5) 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.
- (6) The shares are being held by the reporting person as custodian for his children.
- (7) By 401(k).
- (8) 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. 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.