

DISH Network CORP
 Form 4
 November 05, 2014

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 *
 CLAYTON JOSEPH P

(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)
 11/03/2014

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)
 President and CEO

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 Price | | |
| Class A Common Stock | 11/03/2014 | | M ⁽¹⁾ | | 50,000 A \$ 27.9 | 156,305 ⁽²⁾ | D |
| Class A Common Stock | 11/03/2014 | | S ⁽¹⁾ | | 50,000 D \$ 64.05 ⁽³⁾ | 106,305 ⁽²⁾ | D |
| Class A Common Stock | 11/04/2014 | | M ⁽⁴⁾ | | 25,000 ⁽⁴⁾ A ⁽⁵⁾ | 131,305 ⁽²⁾ | D |
| Class A Common | 11/04/2014 | | F ⁽⁶⁾ | | 12,063 ⁽⁶⁾ D \$ 63.26 | 119,242 ⁽²⁾ | D |

Stock

Class A
Common
Stock

319 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 27.9 | 11/03/2014 | | M ⁽¹⁾ | 50,000 | ⁽⁸⁾ 06/30/2021 | Class A Common Stock | 50,000 |
| Restricted Stock Units | ⁽⁵⁾ | 11/04/2014 | | M ⁽⁴⁾ | 25,000 | 11/04/2014 ⁽⁵⁾ 03/31/2015 | Class A Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CLAYTON JOSEPH P 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | X | | President and CEO | |

Signatures

/s/ Joseph P. Clayton, by Brandon Ehrhart his Attorney in Fact 11/05/2014

**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.

(2) Includes shares acquired under the Company's Employee Stock Purchase Plan.

Based upon a weighted average sales price. The shares reported in this transaction were sold at prices ranging between \$63.03 and \$64.44. 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) Pursuant to the terms of the reporting person's restricted stock unit agreements, 25,000 restricted stock units vested on November 4, 2014.

(4) Each restricted stock unit converts into one share of stock upon vesting, which is issued to the reporting person immediately upon vesting.

(5) Represents shares withheld to cover certain tax obligations in connection with the vested restricted stock units listed in Table II.

(6) By 401(K).

(7) The grant vested at a rate of one-third per year, commencing on December 31, 2011.

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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