

Dodge R Stanton
 Form 4
 December 11, 2012

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 *
 Dodge R Stanton

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

9601 S. MERIDIAN BLVD.

12/07/2012

EVP, Gen Counsel and Sec

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

ENGLEWOOD, CO 80112

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 | (D) | Price |
| Class A Common Stock | 12/07/2012 | | M ⁽¹⁾ | | 60,000 | A | \$ 7.09 |
| | | | | | 60,186 | | ⁽²⁾ |
| Class A Common Stock | 12/07/2012 | | M ⁽¹⁾ | | 20,000 | A | \$ 12.21 |
| | | | | | 80,186 | | ⁽²⁾ |
| Class A Common Stock | 12/07/2012 | | S ⁽¹⁾ | | 80,000 | D | \$ 37.5 |
| | | | | | 186 | | ⁽²⁾ |
| Class A Common | | | | | 2,984 | I | I ⁽³⁾ |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 7.09 | 12/07/2012 | | M ⁽¹⁾ | 60,000 | ⁽⁴⁾ 03/31/2017 | Class A Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 12.21 | 12/07/2012 | | M ⁽¹⁾ | 20,000 | ⁽⁵⁾ 06/30/2019 | Class A Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dodge R Stanton 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112 | | | EVP, Gen Counsel and Sec | |

Signatures

R. Stanton Dodge, by Brandon E. Ehrhart, his Attorney in Fact

12/11/2012

**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.
- (3) By 401(k).
- (4) 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.
- (5) The shares underlying the option vest at the rate of 20% per year, commencing on June 30, 2010.

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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