**ECHELON CORP** Form 4 March 02, 2011

FORM 4

#### **OMB APPROVAL**

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

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subject to Section 16. Form 4 or Form 5 obligations

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

	1. Name and AdMACHLIN,	ldress of Reporti Robert N.	ing Person *	Symbol	2. Issuer Name and Ticker or Trading Symbol ECHELON CORP [ELON]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 550 MERIDIAN AVE				Earliest Tra	-	(Check all applicable)						
			`	(Month/Day/Year) 03/01/2011			Director 10% OwnerX Officer (give title Other (specify below) Senior VP Products					
(Street)				4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
SAN JOSE, CA 95126			Filed(Month/Day/Year)			Applicable Line) _X_ 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	1.Title of	2. Transaction	Date 2A. De	eemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of			
Security (Month/Day/Year) Executive (Instr. 3) any		on Date, if Transacti		on(A) or Disposed of	Securities	Form: Direct	Indirect					
			Code	(D)	Beneficially	(D) or	Beneficial					
			(Month	n/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership			

Security	(Monun/Day/ i ear)	Execution Date, ii	Transactic	$\mathbf{n}(\mathbf{A})$ or $\mathbf{D}$	ispose	u oi	Securities	Form: Direct	manect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2011		M	5,937	A	<u>(1)</u>	21,984	D	
Stock									
Common Stock	03/01/2011		F	2,472	D	\$ 8.54	19,512	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: ECHELON CORP - Form 4

# 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 conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amour or Numbe of	

## **Reporting Owners**

<u>(1)</u>

Reporting Owner Name / Address Relationships

03/01/2011

Director 10% Owner Officer Other

MACHLIN, Robert N. 550 MERIDIAN AVE SAN JOSE, CA 95126

Senior VP Products

Code V (A)

M

(D)

5,937 03/01/2011 03/01/2011

Shares

5,93

Common

Stock

**Signatures** 

Performance

**Shares** 

/s/ Oliver R. Stanfield, attorney-in-fact for Robert N. Machlin

03/02/2011

\*\*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) Each performance share represents the right to receive one share of the Issuer's Common Stock.

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.

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