

HARRIS RUSSELL
Form 4
May 14, 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 *
HARRIS RUSSELL

(Last) (First) (Middle)
550 MERIDIAN AVE
(Street)

SAN JOSE, CA 95126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ECHELON CORP [ELON]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2012

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)
Senior VP of Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2012		M		5,000	A	11
Common Stock	05/10/2012		F		1,834	D	\$ 3.88
Common Stock	05/10/2012		M		17,500	A	11
Common Stock	05/10/2012		F		6,419	D	\$ 3.88
Common Stock					15,874	I	

See footnote ⁽⁴⁾

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Common Stock 20,000 I See footnote (3)

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

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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
Performance Shares	<u>(1)</u>	05/10/2012		M	5,000	<u>(2)</u> 05/14/2014	Common Stock	5,000
Performance Shares	<u>(1)</u>	05/10/2012		M	17,500	<u>(5)</u> 04/01/2015	Common Stock	17,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS RUSSELL 550 MERIDIAN AVE SAN JOSE, CA 95126			Senior VP of Operations	

Signatures

/s/ Kathleen B. Bloch, attorney-in-fact for Russell Harris

05/14/2012

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

(2) 5,000 of the 10,000 shares granted to the Reporting Person under the Issuer's 1997 Stock Plan (the "Plan") were vested and released to the Reporting Person effective May 10, 2012. Such 10,000 shares vest at the following rate: 1/4th of such shares vest on May 14, 2010 and

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on each one year anniversary thereafter, and in each case subject to the satisfaction of certain performance criteria. It was determined that May 10, 2012 was the date on which vesting of 50% of the original 10,000 share grant was deemed to have occurred pursuant to the satisfaction of certain performance criteria.

- (3) These shares are held by The Russell R. Harris 2004 Children's Trust dated April 22, 2004, of which the Reporting Person is the Settlor and his spouse, Jan Johnson Harris, is Trustee.
- (4) These shares are held by The Harris Living Trust dated March 22, 2004, of which the Reporting Person and his spouse serve as co-trustees.

17,500 of the 35,000 shares granted to the Reporting Person under the Plan were vested and released to the Reporting Person effective May 10, 2012. Such 35,000 shares vest at the following rate: 17,500 shares on August 24, 2011 and 17,500 shares on August 24, 2012

- (5) assuming in each case that the satisfaction of certain performance criteria has been met. It was determined that May 10, 2012 was the date on which vesting of 50% of the original 35,000 share grant was deemed to have occurred pursuant to the satisfaction of certain performance criteria.

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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