STANFIELD OLIVER R

Form 4 May 04, 2010

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

STANFIELD OLIVER R

1. Name and Address of Reporting Person *

			ECHELON CORP [ELON]						(Check all applicable)		
(Last) (First) (Middle) 550 MERIDIAN AVE.			3. Date of Earliest Transaction (Month/Day/Year) 04/30/2010						Director 10% Owner X Officer (give title Other (specify below) Executive VP and CFO		
SAN JOSE,		. If Amendment, Date Original iled(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	Code (Instr.	8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	04/30/2010			M		3,375	A	<u>(1)</u>	64,642	D	
Common Stock	04/30/2010			F		1,237	D	\$ 9.455	63,405	D	
Common Stock									540,204	I	See footnote (2)
Common Stock									250	I	See footnote (3)

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

3. Transaction Date 3A. Deemed

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6. Date Exercisable and

5. Number

SEC 1474

(9-02)

7. Title and Amount

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. THE OI	4.	3. Transaction Date	JA. Decilica	т.	J. INUITION	0. Date Exercis	saute and	7. True and F	Tilloulit y
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
	·				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amoun
						Date Exercisable	Expiration Date	Title	or Numbe
				Code V	(A) (D)				Shares
Performance	(1)	04/20/2010		3.4	2 275	04/20/2010	04/20/2010	Common	2 274
Shares	<u>(1)</u>	04/30/2010		M	3,3/5	04/30/2010	04/30/2010	Stock	3,375

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STANFIELD OLIVER R 550 MERIDIAN AVE. SAN JOSE, CA 95126

Executive VP and CFO

Signatures

1. Title of

/s/ Oliver R.
Stanfield

**Signature of Date

**Signature of Reporting Person

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) These shares are held by the Stanfield Family Trust UDT February 2, 2001, of which the Reporting person and his spouse serve as co-trustees.
- (3) These shares are held by the Reporting Person's spouse.

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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