

OSHMANTRUST DATED 7 10 1979  
 Form 4  
 February 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
 OSHMAN M KENNETH

(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)  
 02/01/2011

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)  
 Executive Chairman

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	(A) or (D)	Price		
Common Stock	02/01/2011		M		3,404	A	<u>(12)</u> 3,404	D	
Common Stock	02/01/2011		F		1,432	D	\$ 9.23 1,972	D	
Common Stock	02/02/2011		G	V	1,972	D	\$ 0 0	D	
Common Stock	02/02/2011		G	V	1,972	A	\$ 0 1,627,826	I	See footnote (1)
Common Stock	02/02/2011		S		1,972	D	\$ <u>(14)</u> 9.1668 1,625,854	I	See footnote

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	<u>(15)</u>		<u>(1)</u>
Common Stock	210,492	I	See footnote <u>(2)</u>
Common Stock	210,492	I	See footnote <u>(3)</u>
Common Stock	293,220	I	See footnote <u>(4)</u>
Common Stock	293,220	I	See footnote <u>(5)</u>
Common Stock	89,508	I	See footnote <u>(6)</u>
Common Stock	89,508	I	See footnote <u>(7)</u>
Common Stock	181,558	I	See footnote <u>(8)</u>
Common Stock	181,558	I	See footnote <u>(9)</u>
Common Stock	488,428	I	See footnote <u>(10)</u>
Common Stock	204,282	I	See footnote <u>(11)</u>

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

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SEC 1474  
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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- (9) These shares are held by the Barbara S. Oshman 2010 Annuity Trust dated February 23, 2010.
- (10) These shares are held by O-S Ventures, a general partnership, of which M. Kenneth Oshman is general partner.
- (11) These shares are held by Barbara S. Oshman as her sole and separate property. M. Kenneth Oshman disclaims beneficial ownership of such shares.
- (12) Each performance share represents the right to receive one share of the Issuer's Common Stock.  
3,404 of the 40,850 shares granted to M. Kenneth Oshman under the Issuer's 1997 Stock Plan were vested and released to M. Kenneth Oshman effective February 1, 2011. Such 40,850 share grant vests at the following rate: 1/12th of such shares on April 1, 2010 and on each one-month anniversary thereafter.
- (14) This trade was executed pursuant to a Rule 10b5-1 trading plan that was adopted on May 20, 2010.  
The 1,972 shares were sold through separate trades, with the sale prices ranging from \$9.16 to \$9.17 and at a weighted average sale price of \$9.1668. M. Kenneth Oshman undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate sale price.
- (15)

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