

ECHELON CORP  
Form 8-K  
April 18, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

April 12, 2007

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**ECHELON CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-29748**  
(Commission File Number)

**77-0203595**  
(IRS Employer  
Identification No.)

**550 Meridian Avenue**

**San Jose, California 95126**

(Address of principal executive offices, including zip code)

**(408) 938-5200**

(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On April 12, 2007, the Board of Directors of Echelon Corporation ( Echelon ) approved amendments to the form of Nonqualified Stock Option Grant Agreement (the NSO ) for use under Echelon 's 1997 Stock Plan.

In addition to permitting option holders to exercise their options by means of a net exercise or payment of cash (or various cash equivalents), the form of NSO has been amended to permit cashless exercise and surrender of Echelon shares as acceptable forms of consideration upon exercise of an NSO.

The NSO as amended provides a single standard form of NSO under the 1997 Stock Plan and replaces the form of NSO previously in use by Echelon.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
10.1	Form of Nonqualified Stock Option Grant Agreement under 1997 Stock Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ECHELON CORPORATION

By: /s/ Oliver R. Stanfield  
Oliver R. Stanfield  
Executive Vice President and  
Chief Financial Officer

Date: April 16, 2007

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
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