

OSHAMAN TRUST DATED 7 10 1979  
 Form 4  
 November 09, 2010

**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 \*  
 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)  
 11/08/2010

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                    | 11/08/2010                           |  | M                              |   | 120,000   | A  | \$ 7.69   |
| Common Stock                    | 11/08/2010                           |  | D                              |   | 110,625   | D  | \$ 8.85   |
| Common Stock                    | 11/08/2010                           |  | M                              |   | 100,000   | A  | \$ 7.69   |
| Common Stock                    | 11/08/2010                           |  | D                              |   | 93,011  | D  | \$ 8.85   |
| Common Stock                    | 11/08/2010                           |  | M                              |   | 125,000   | A  | \$ 7.69   |

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|              |            |  |   |          |   |         |           |   |                   |
|--------------|------------|--|---|----------|---|---------|-----------|---|-------------------|
| Common Stock | 11/08/2010 |  | D | 116,263  | A | \$ 8.85 | 25,101    | D |                   |
| Common Stock | 11/09/2010 |  | G | V 25,101 | D | \$ 0    | 0         | D |                   |
| Common Stock | 11/09/2010 |  | G | V 25,101 | A | \$ 0    | 2,855,237 | I | See footnote (1)  |
| Common Stock |            |  |   |          |   |         | 210,492   | I | See footnote (2)  |
| Common Stock |            |  |   |          |   |         | 210,492   | I | See footnote (3)  |
| Common Stock |            |  |   |          |   |         | 293,220   | I | See footnote (4)  |
| Common Stock |            |  |   |          |   |         | 293,220   | I | See footnote (5)  |
| Common Stock |            |  |   |          |   |         | 89,508    | I | See footnote (6)  |
| Common Stock |            |  |   |          |   |         | 89,508    | I | See footnote (7)  |
| Common Stock |            |  |   |          |   |         | 181,558   | I | See footnote (8)  |
| Common Stock |            |  |   |          |   |         | 181,558   | I | See footnote (9)  |
| Common Stock |            |  |   |          |   |         | 488,428   | I | See footnote (10) |

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

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(9-02)

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

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| 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 Security (Instr. 3 and 4) |              |            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Am Nur Sha |
| Stock Appreciation Right                   | \$ 7.69  | 11/08/2010                           |  | M                              |   | 120,000  | 12/17/2009 12/17/2010                                       | Common Stock | 12         |
| Stock Appreciation Right                   | \$ 7.69  | 11/08/2010                           |  | M                              |   | 100,000  | 12/17/2009 12/17/2010                                       | Common Stock | 10         |
| Stock Appreciation Right                   | \$ 7.69  | 11/08/2010                           |  | M                              |   | 125,000  | 12/17/2009 12/17/2010                                       | Common Stock | 12         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| OSHMANN M KENNETH<br>550 MERIDIAN AVE<br>SAN JOSE, CA 95126  | X             | X         | Executive Chairman |       |
| O S VENTURES<br>C/O M KENNETH OSHMAN<br>ECHELON CORP., 550 MERIDIAN AVE<br>SAN JOSE, CA 95126                  |               | X         |                    |       |
| OSHMANN TRUST DATED 7 10 1979<br>C/O M KENNETH OSHMAN<br>ECHELON CORP., 550 MERIDIAN AVE<br>SAN JOSE, CA 95126 |               | X         |                    |       |

## Signatures

/s/ Oliver R. Stanfield, attorney-in-fact for M. Kenneth Oshman

11/10/2010

\_\_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) These shares are held by the Oshman Trust dated July 10, 1979, of which the Reporting Person and his spouse, Barbara S. Oshman, serve as co-trustees.
- (2) These shares are held by the M. Kenneth Oshman 2010A Annuity Trust dated August 18, 2010.

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- (3) These shares are held by the Barbara S. Oshman 2010A Annuity Trust dated August 18, 2010.
- (4) These shares are held by the M. Kenneth Oshman 2009 Annuity Trust dated February 20, 2009.
- (5) These shares are held by the Barbara S. Oshman 2009 Annuity Trust dated February 20, 2009.
- (6) These shares are held by the M. Kenneth Oshman 2009A Annuity Trust dated August 4, 2009.
- (7) These shares are held by the Barbara S. Oshman 2009A Annuity Trust dated August 4, 2009.
- (8) These shares are held by the M. Kenneth Oshman 2010 Annuity Trust dated February 23, 2010.
- (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.

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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