

ECHELON CORP
Form 4
June 14, 2016

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 *
Marszewski C. Michael

(Last) (First) (Middle)
2901 PATRICK HENRY DRIVE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/10/2016

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)
CFO and VP Finance

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	06/10/2016		M		200 ⁽¹⁾ A ₍₂₎ 8,030 ⁽¹⁾	D	
Common Stock	06/10/2016		F		75 ⁽¹⁾ D \$ 4.76 7,955 ⁽¹⁾	D	
Common Stock	06/11/2016		M		87 ⁽¹⁾ A ₍₂₎ 8,042 ⁽¹⁾	D	
Common Stock	06/11/2016		F		32 ⁽¹⁾ D \$ 4.82 8,010 ⁽¹⁾	D	
Common Stock	06/12/2016		M		1,000 ⁽¹⁾ A ₍₂₎ 9,010 ⁽¹⁾	D	

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Common Stock 06/12/2016 F 375 (1) D \$ 4.82 8,635 (1) D

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)

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>(2)</u>	06/10/2016		M	200 <u>(1)</u>	<u>(3)</u> 06/10/2017	Common Stock	200 <u>(1)</u>
Performance Shares	<u>(2)</u>	06/11/2016		M	87 <u>(1)</u>	<u>(4)</u> 06/11/2016	Common Stock	87 <u>(1)</u>
Performance Shares	<u>(2)</u>	06/12/2016		M	1,000 <u>(1)</u>	<u>(5)</u> 06/12/2017	Common Stock	1,000 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marszewski C. Michael 2901 PATRICK HENRY DRIVE SANTA CLARA, CA 95054			CFO and VP Finance	

Signatures

/s/ Alicia Jayne Moore, attorney-in-fact for C. Michael Marszewski

06/14/2016

__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) Such number reflects the 1-for-10 reverse stock split of the Issuer's common stock that occurred on December 7, 2015.

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

200 of the 800 shares granted to the Reporting Person under the Issuer's 1997 Stock Plan (the "Plan") were vested and released to the Reporting Person effective June 10, 2016. Such 800 share grant vests at the following rate: 1/4th of such shares on June 10, 2014 and on each one year anniversary thereafter.

(4) 87 of the 350 shares granted to the Reporting Person under the Plan were vested and released to the Reporting Person effective June 11, 2016. Such 350 share grant vests at the following rate: 1/4th of such shares on June 11, 2013 and on each one year anniversary thereafter.

(5) 1,000 of the 2,000 shares granted to the Reporting Person under the Plan were vested and released to the Reporting Person effective June 12, 2016. Such 2,000 share grant vests at the following rate: 1/2 of such shares on June 12, 2016 and on June 12, 2017.

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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