

ECHELON CORP  
Form 4  
August 16, 2007

**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 \*  
AXELSSON ANDERS

(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)  
08/15/2007

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)  
Senior VP of Sales & Marketing

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)
				(A) or (D)	Price		
Common Stock	08/15/2007		M	2,917	A	11,476	D
Common Stock	08/15/2007		F	1,042	D	\$ 21.95 10,434	D
Common Stock	08/15/2007		S	950	D	\$ 22.8 9,484	D
Common Stock	08/15/2007		S	700	D	\$ 22.79 8,784	D
Common Stock	08/15/2007		S	894	D	\$ 22.78 7,890	D

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Common Stock	08/15/2007	S	200	D	\$ 22.77	7,690	D
Common Stock	08/15/2007	S	200	D	\$ 22.75	7,490	D
Common Stock	08/15/2007	S	200	D	\$ 22.74	7,290	D
Common Stock	08/15/2007	S	300	D	\$ 22.7	6,990	D
Common Stock	08/15/2007	S	100	D	\$ 22.62	6,890	D
Common Stock	08/15/2007	S	71	D	\$ 22.6	6,819	D
Common Stock	08/15/2007	S	100	D	\$ 22.59	6,719	D
Common Stock	08/15/2007	S	100	D	\$ 22.56	6,619	D
Common Stock	08/15/2007	S	300	D	\$ 22.51	6,319	D
Common Stock	08/15/2007	S	100	D	\$ 22.46	6,219	D
Common Stock	08/15/2007	S	900	D	\$ 22.44	5,319	D
Common Stock	08/15/2007	S	500	D	\$ 22.42	4,819	D
Common Stock	08/15/2007	S	300	D	\$ 22.4	4,519	D
Common Stock	08/15/2007	S	100	D	\$ 22.38	4,419	D
Common Stock	08/15/2007	S	300	D	\$ 22.37	4,119	D
Common Stock	08/15/2007	S	500	D	\$ 22.36	3,619	D
Common Stock	08/15/2007	S	100	D	\$ 22.33	3,519	D
Common Stock	08/15/2007	S	200	D	\$ 22.31	3,319	D
Common Stock	08/15/2007	S	144	D	\$ 22.29	3,175	D
Common Stock	08/15/2007	S	400	D	\$ 22.28	2,775	D
	08/15/2007	S	100	D		2,675	D

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Common Stock \$ 22.275  
 Common Stock 08/15/2007 S 800 D \$ 22.26 1,875 D

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

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**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	(1)	08/15/2007		M	2,917	(2) 08/15/2009	Common Stock	2,917

**Reporting Owners**

Reporting Owner Name / Address	Relationships
AXELSSON ANDERS 550 MERIDIAN AVE SAN JOSE, CA 95126	Director 10% Owner Officer Senior VP of Sales & Marketing Other

**Signatures**

/s/ Oliver R. Stanfield, attorney-in-fact for Anders B. Axelsson 08/16/2007  
 \*\*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) Each performance share represents the right to receive one share of the Issuer's Common Stock.

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- 2,917 of the 11,667 shares granted to the Reporting Person under the Issuer's 1997 Stock Plan were vested and released to the Reporting Person effective August 15, 2007. Such 11,667 share grant vests at the following rate: 1/4th of such shares on August 15, 2006 and on each one year anniversary thereafter.

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